

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re: § Case No. 15-40248-11
§ Chapter 11
GTL (USA), INC., §
§
Debtor. §

**AMENDED FIRST INTERIM APPLICATION OF CULHANE
MEADOWS, PLLC FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF NECESSARY EXPENSES**

**NOTICE: NO HEARING WILL BE CONDUCTED ON THIS APPLICATION
UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE
UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY
FILING THIS PLEADING WITHIN TWENTY-ONE (21) DAYS FROM DATE OF
SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR
FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND
FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE
COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN
OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT
WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT THE
HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES
THE RIGHT TO SET A HEARING ON ANY MATTER.**

TO THE HONORABLE BRENDA RHOADES,
UNITED STATES BANKRUPTCY JUDGE:

Culhane Meadows, PLLC (the "Applicant") files this Amended First Interim Application for Allowance of Compensation and Reimbursement of Necessary Expenses and Memorandum (the "Application") in support thereof would show as follows:

1. GTL (USA), Inc. (the "Debtor") filed its voluntary petition for relief under Chapter 11 of the Bankruptcy Code on February 9, 2015 (the "Petition Date") in the United States Bankruptcy Court for the Eastern District of Texas ("Bankruptcy Court").

2. *Application Period.* Applicant makes this Application for allowance of compensation for professional services rendered and reimbursement of actual costs and expenses incurred in the performance of legal services as counsel to the Debtor in Possession in connection with these proceedings. This application covers the period from the Petition Date through April 30, 2015 (the “Application Period”).

3. *Invoices.* Attached hereto as **Exhibit A** is a detailed description of the services performed and expenses incurred by Applicant during the Application Period. In summary, Applicant has expended 626.70 hours in rendering necessary legal services for the Debtor, the value of which is \$224,191.25. Applicant has incurred expenses and costs during the Application Period of \$1,404.98. Total fees and expenses during the Application Period are \$225,596.23.

4. This application is filed in accordance with the Guidelines for Compensation and Expense Reimbursement of Professionals dated effective January 1, 2001 (rev. 4/1/12) (the “Guidelines”) of this Court.

5. ***Guideline A - Employment and Prior Compensation.***

a. *Employment.* The Court authorized the Debtor to employ the Applicant pursuant to 11 U.S.C. § 327(a) on March 23, 2015 to be effective as of the Petition Date.

b. *Interim Compensation.* Pursuant to the Court’s Sua Sponte Amended and Restated Order Granting Motion For an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket 113] entered on April 17, 2015, the Applicant has filed the following notices of fees and expenses:

February	Incurred	Paid				Atty	Rate	Hours	Amount
Fees	\$ 44,863.75	\$35,891.00				RD	\$ 525.00	1.90	997.50
Expenses	\$ 247.87	\$ 247.87				LW	\$ 400.00	44.80	17,920.00
Total	\$ 45,111.62	\$36,138.87				EB	\$ 325.00	9.45	3,071.25
						RGG	\$ 325.00	67.10	21,807.50
						CD	\$ 325.00	3.10	1,007.50
						JR	\$ 300.00	0.20	60.00
			Cumulative			Blend	\$ 354.51	126.55	44,863.75
March	Incurred	Paid	Incurred	Paid		Atty	Rate	Hours	Amount
Fees	\$ 102,282.50	\$81,826.00	\$ 147,146.25	\$117,717.00		RD	\$ 525.00	1.70	892.50
Expenses	\$ 797.11	\$ 797.11	\$ 1,044.98	\$ 1,044.98		LW	\$ 400.00	140.05	56,020.00
Total	\$ 103,079.61	\$82,623.11	\$ 148,191.23	\$118,761.98		EB	\$ 325.00	0.00	-
						RGG	\$ 325.00	137.10	44,557.50
						CD	\$ 325.00	2.50	812.50
						JR	\$ 300.00	0.00	-
						Blend	\$ 363.54	281.35	102,282.50
April	Incurred	Paid	Incurred	Paid		Atty	Rate	Hours	Amount
Fees	\$ 77,045.00	\$61,636.00	\$ 224,191.25	\$117,717.00		RD	\$ 525.00	0.00	-
Expenses	\$ 360.00	\$ 360.00	\$ 1,404.98	\$ 1,044.98		LW	\$ 400.00	70.60	28,240.00
Total	\$ 77,405.00	\$61,996.00	\$ 225,596.23	\$118,761.98		EB	\$ 325.00	0.00	-
						RGG	\$ 325.00	122.20	39,715.00
						CD	\$ 350.00	25.80	9,030.00
						JR	\$ 300.00	0.20	60.00
						Blend	\$ 352.13	218.80	77,045.00

c. *Interim Compensation.* Pursuant to the interim compensation notices, the Firm has been paid \$118,761.98 for fees and expenses during the Application Period.

d. *Prior Applications.* This is the first application for compensation in this Case.

e. *Prior Drawdown of Retainer.* As of the Petition Date, the Application held a retainer in the amount of \$44,108.00. There have been no prior postpetition drawdowns on the retainer held by the Applicant.

6. *Guideline B - Case Status.*

a. *Procedural Background.* The Debtor filed its Voluntary Petition on February 9, 2015. The Debtor completed its first day matters and the filing of Schedules/SOFA and related documents.

b. *Cash collateral.* No lender holds a lien on the Debtor's cash; accordingly, no cash collateral hearings were held.

c. *Plan/Disclosure Statement.* The Debtor has filed its Plan and Disclosure Statement on June 9, 2015. The Disclosure Statement is set for hearing on July 28, 2015.

7. *Overview of the Case.* This bankruptcy case has been extremely contentious to date. The case was filed on an expedited basis after Judge Fitzwater issued an adverse ruling on a garnishment motion filed in federal court litigation between the Debtor and AutoOpt Networks, Inc. (“AutoOpt”). At the time of the filing there was also litigation pending between the Debtor and Kunal Kapai (“Kapai”). The expedited nature of the bankruptcy filing, the pendency of hotly contested litigation, the placement on the Committee of AutoOpt and the actions of AutoOpt and Kapai post-filing combined to provide a whirlwind start to this case. Much of the work typically done prior to the filing of a case had to be done after the filing. In addition, the hostility and distrust among the parties led to early demands for discovery by the Committee and forced the parties to develop a complex confidentiality procedure to manage post-petition discovery issues.

8. Although the Debtor does not have a secured lender, it was necessary to seek certain relief in the form of first day motions. The filing of these motions triggered the discovery requests mentioned above, creating an environment that forced the Debtor to seek Rule 2004 examinations of AutoOpt and Kapai on an expedited basis, which led to filing significant adversary proceedings against those parties within the first 120 days of the case.

9. In the meantime, the Debtor timely filed its Schedules and Statement of Financial Affairs, attended the 341 meeting, and endeavored to (a) analyze the Debtor’s projected operations and communicate its analysis of the same to the Committee; (b) work through the issues relating to confidentiality pursuant to the Agreed Protective Order Among the Debtor; AutoOpt Networks, Inc.; Kunal Kapai; and the Official Committee of Unsecured Creditors [Docket No. 77] on March 31, 2015; (c) analyze potential short and immediate term exit strategies such as structured dismissal; (d) commence proceedings to liquidate the claim amounts

of AutoOpt Networks, Inc. and Kunal Kapai; and (e) prepare and file its Plan of Reorganization, which it accomplished on June 9, 2015 [Docket No. 161/162].

10. Throughout all of these activities the Debtor has also maintained ongoing settlement negotiations with AutoOpt and Kapai. While these negotiations were informal in nature, the Debtor and the Committee have worked hard to negotiate and implement a settlement strategy that would benefit the estate and its creditors. Those efforts are ongoing, and the Debtor is hopeful that settlement is still a viable option to resolve the case.

a. *Administrative Claims.* Upon information and belief, all employee wages and withholdings have been paid. Applicant has been paying all administrative claims in the ordinary course of business. Other professionals, including (a) the Debtor's financial advisor; (b) the Committee's attorneys and financial advisors have been submitting interim fee notices and paid at the same 80% (fees)/100% (expenses) rate as Applicant, leaving unpaid fees and expenses during the application period.

b. *Cash Availability.* The Debtor has sufficient working capital to pay all administrative claims in full.

11. ***Guideline C - Project billing.*** Applicant has billed time in project categories, each of which are itemized and summarized in **Exhibit B** and attached hereto and incorporated herein by reference. The following is a discussion of the time expended in each project category.

a. *General Matters/Case Administration.* Applicant expended 225.35 hours during the Application Period on general administrative matters in the bankruptcy case for a total fee of \$81,378.75. The tasks within this project included: working with the Debtor to formulate a reorganization strategy; ensuring the Debtor's compliance with Chapter 11 administrative requirements; preparing for and attending the initial Debtor interview; addressing potential violations of the automatic stay by a certain creditors; preparing for and attending the Debtor's section 341 meeting; and coordination of filing of monthly operating reports.

b. *Confidentiality Litigation.* Applicant expended 61.55 hours during the Application Period on confidentiality litigation matters in the bankruptcy case for a total fee of \$21,455.00. Confidentiality litigation involved in preservation a certain confidential information of the Debtor primarily consisting of customer-specific data. Although this litigation included general confidentiality concerns, it also included specific confidentiality concerns resulting from AutoOpt serving as a member of the Committee as such concerns were described in the Motion for Entry of Protective Order

Regarding AutoOpt Networks, Inc.; Kunal Kapai; and the Official Committee of Unsecured Creditors [Docket No. 53].

c. *Committee Matters.* Applicant expended 56.10 hours during the Application Period on committee matters in the bankruptcy case for a total fee of \$18,725.00. These matters included providing of information to, and negotiation with, the Committee with respect to historical information regarding the debtor, revenue, expense and cash flow projections, and strategies for potential structured dismissal of the Case.

d. *Professional Employment/Compensation.* Applicant expended 24.10 hours during the Application Period on professional employment/compensation matters in the bankruptcy case for a total fee of \$8,062.50. These matters including filing employment pleadings for both counsel and financial advisor to the Debtor, filing and prosecuting a motion for interim compensation procedures (including hearings thereon), and filing and coordinating compensation pursuant to interim compensation procedure notices.

e. *Business Operations.* Applicant expended 10.30 hours during the Application Period on business operations matters in the bankruptcy case for a total fee of \$3,572.50. These matters included general advice to the debtor regarding business operations during the Chapter 11 proceeding.

f. *Plan/Disclosure Statement/Confirmation.* Applicant expended 59.40 hours during the Application Period on plan and disclosure statement/confirmation matters in the bankruptcy case for a total fee of \$20,572.50. These matters included preparing and negotiating strategy behind the plan (including alternatives thereto) and the preparation of the plan and disclosure statement.

g. *Claims Administration.* Applicant expended 70.10 hours during the Application Period on claim administration matters in the bankruptcy case for a total fee of \$26,855.00. These matters included litigation of the Kunal Kapai 2004 motion, claims and counterclaims, analysis of the Informage claims, analysis of the claims of GTL International and GTL Ltd.

h. *AutoOpt Litigation.* Applicant expended 118.80 hours during the Application Period on AutoOpt litigation matters in the bankruptcy case for a total fee of \$43,207.50. These matters including litigation of the 2004 motion, claims and counterclaims with respect to AutoOpt.

i. *Chapter 5 Actions.* Applicant expended 1 hours during the Application Period on Chapter 5 matters in the bankruptcy case for a total fee of \$362.50. This matter included de minimis time regarding analysis of claims against Kapai and affiliates.

12. *Guideline D - Billing summary.* The hours and total compensation requested in this application has been aggregated and itemized as to each professional who provided compensable services in this case, all as set forth in **Exhibit A** and attached hereto and incorporated herein by reference.

13. ***Professionals.*** Attached hereto as **Exhibit C** are summary curriculam vitae of each of the professionals performing services for which compensation is sought.

14. ***Guideline E - Paraprofessionals.*** This application does not include requests for compensation for any paraprofessional.

15. ***Guideline F - Preparation of Application.*** Fees and expenses incurred in preparing and prosecuting this fee application is estimated to be 6 hours.

16. ***Guideline G - Certification.*** Set forth below the signature line of Applicant herein is the Certification of the Certifying Professional required by Guideline 7.

17. ***Guidelines II – Time records.*** The Applicant has complied with the requirements set for in paragraphs II.A through H of the Guidelines relating to the keeping of the time records.

18. ***Guidelines III - Expenses.*** The Applicant has complied with the provisions of Guidelines III.A. through Z dealing with the billing of expenses.

19. This Application is submitted under the standards set forth in *Johnson v. Georgia Highway Express, Inc.* 488 F.2d 714 (5th Cir. 1974) and *In re First Colonial Corporation of America*, 544 F.2d 1291 (5th Cir. 1977), *cert. denied* 431 U.S. 904 (1977). Under the rule of *Johnson*, these standards include the time and labor expended; the novelty and difficulty of the questions raised; the skill required to perform properly the legal services rendered; the attorney's opportunity costs in handling the case; the customary fee for like work; the attorney's expectations at the outset of the case; the time limitations imposed by the client or circumstances; the amount in controversy and the results obtained; the experience, reputation and ability of the attorney; the undesirability of the case within the legal community in which the case arose; the nature and length of the professional relationship between attorney and client; and

attorneys' fees in similar cases. Under these standards, the compensation and rates requested herein are reasonable for the services rendered by Applicant in this case.

WHEREFORE, PREMISES CONSIDERED, Applicant respectfully prays for the Bankruptcy Court to approve this application in full and for an Order awarding: (a) Applicant for the Application Period the sum of \$224,191.25 as fees and \$1,404.98 for costs and expenses, for a total of \$225,596.23 as counsel to the Debtor; (b) as counsel to the Debtor directing the Debtor to pay the Applicant all outstanding fees and expenses approved by the Court relative to this Application; and (d) interim approval of this and all previous applications and for such other and further relief as is just and proper.

Dated: June 17, 2015

Respectfully submitted,

CULHANE MEADOWS, PLLC

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ATTORNEYS FOR
DEBTOR IN POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that he has transmitted a summary (a copy of which is attached hereto as **Exhibit D**) of the foregoing fee application via the Court's Electronic Case Filing system to all persons participating therein on June 17, 2015 and via United States First Class Mail, postage prepaid, to each of the addresses on the attached creditor matrix on June 17, 2015.

In addition, the undersigned hereby certifies that he has transmitted a true and correct copy of the foregoing on June 17, 2015 to each of the following parties in the manner specified below:

- a. GTL (USA), Inc. (via electronic mail only to urmeet.juneja@gtlamericas.com and rajiv.kamat@gtlamericas.com);
- b. Counsel to the Debtor via ECF, and via electronic mail to lwarman@culhanemeadows.com and rgrant@culhanemeadows.com);
- c. The Office of the United States Trustee, Eastern District of Texas via ECF and via electronic mail to Timothy.W.O'Neal@usdoj.gov); and
- d. Counsel for any Official Committee of Unsecured Creditors via ECF and via electronic mail to jbinford@krcl.com).

/s/ Richard Grant
Richard G. Grant

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2102 N. Illinois Street
Indianapolis, Indiana 46202-1330

Infomage SQN Technologies LLC
3415 Custer Road, Suite 105
Plano, TX 75023-7547

Informage SQN Technologies LLC
c/o Padfield & Stout LLP
421 W. Third St., Ste. 910
Fort Worth, TX 76102-3751

Insperity PEO Services, L.P.
545 E. John Carpenter Frwy
Suite 1200
Irving, TX 75062-8142

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

Internal Revenue Service ACS Support POB
36 Hillcrest Avenue
POB 325
Charleston, WV 25322-0325

Intuit, Inc.
PO Box 52044
Phoenix, AZ 85072-2044

Ipass
Illinois Tollway
2700 Ogden Ave
Downers Grove, IL 60515-1703

Israeloff Trattner & Co CPAs PC
1225 Franklin Avenue
Suite 200
GardenCity, NY 11530-7904

J2 Global (Fax.com)
PO Box 513000
Los Angeles, CA 90051-1000

JAZ Design Co
PO Box 35
Rossville, PA 17358-0035

JDS Uniphase Corporation
5793 Collections Center Drive
Chicago, IL 60693-0057

JDS Uniphase Corporation
Attn: Dan Clayton
430 N. McCarthy Blvd
Milpitas, CA 95035-5112

Jamie McLain
c/o Red Door Property Management, Inc.
3815 River Crossing Pky, Suite 100
Indianapolis, IN 46240-7766

Jan-Pro Cleaning Systems of Dallas/Fort Worth
3001 Gateway Drive Suite 105
Irving, TX 75063-6078

Kadakkal Staffing, LLC
4105 Madison Bridge Drive
Suwanee, GA 30024-1331

Kenneth L Maun
Tax Assessor Collector, Collin County
2300 Bloomingdale RD
STE 2324, PO Box 8006
McKinney, TX 75071-8517

Kunal Kapai
8727 Issac Street
Plano, TX 75024-8507

Kunal Kapai
c/o Lee L. Cameron, Jr.
Wilson, Elser, Moskowitz, Edelman & Dick
901 Main Street, Suite 4800
Dallas, TX 75202-3758

Larry Keer
9360 Skokie Blvd
#612
Skokie, IL 60077-5606

Lawson Travel
1140 Empire Central Drive
Suite 620
Dallas, TX 75247-4321

Legacy Apartments
6909 Custer Road
Plano, TX 75023-1719

MBC Management
1306 South 6th Street
Springfield, IL 62703-2490

MIke Grossman
156 Prince George Street
Annapolis, MD 21401-1723

Mars Group Inc.
1701 E.Empire St.
Ste#360-279
Bloomington, IL 61704-3532

Allison Maynard
Wilson Elser Moskowitz Edelman & Dicker
901 Main St., Ste. 4800
Dallas, TX 75202-3758

McGrath RentCorp dba TRS-Ren Telco
PO Box 619260
DFW Airport, TX 75261-9260

McGrath RentCorp, Inc.
5700 Las Positas Road
Livermore, CA 94551-7806

Micro Center
13929 N. Central Expressway
Dallas, TX 75243-1007

Microlease
3486 Investment Blvd.
Hayward, CA 94545-3811

Minuteman Press @ Plano
5212 Tennyson Parkway
Suite 110
Plano, TX 75024-4227

Missouri Department of Revenue
Bankruptcy Unit
PO Box 475
Jefferson City, MO 65105-0475

Mohammed Ahsan
c/o Law Offices of Nadeem H. Makada
1340 Bayshore Highway
Burlingame, CA 94010-1803

Mohammed Khateeb Ahsan
c/o Peter Gimbel Esq
Law Offices of Nadeem H. Makada
1340 Bayshore Highway
Burlingame, CA 94010-1803

Mohd Ahsan
Peter Gimbel Esq
Law Offices of Nadeem H. Makada
1340 Bayshore Highway
Burlingame, CA 94010-1803

Monster Wordwide Inc
PO Box 90364
Chicago, IL 60696-0364

NTTA
5900 W. Plano Parkway
Plano, TX 75093-4695

National Telesystems Inc.
10525 Newkirk Street
Suite 220
Dallas, TX 75220-2330

Nevill Business Machines, Inc.
1305 West Beltline, Suite 320
Carrollton, TX 75006-6980

Nevill Document Solution
2825 Story Rd West
Irving, TX 75038-5268

Nevill Document Solutions
300 Fellowship Road
Mount Laurel, NJ 08054-1201

New York State Corporation Tax
Processing Unit
P.O Box 22094
Albany, NY 12201-2094

Nicor Inc.
PO Box 190
Aurora, IL 60507-0190

Timothy W. O'Neal
Office of the U.S. Trustee
110 N. College Ave.
Suite 300
Tyler, TX 75702-7231

OKLAHOMA TAX COMMISSION
General Counsel's Office
120 N. Robinson, Ste 2000W
Oklahoma City, OK 73102-7801

Official Committee of Unsecured Creditors
c/o Kane Russell Coleman & Logan PC
1601 Elm Street
Suite 3700
Dallas, TX 75201-4798

Ohio Bureau of Workers' compensation
30W Spring Street
Columbus, OH 43215-2256

Oklahoma Employment Security Commission
Cashier
P.O Box 52004
Oklahoma City, OK 73152-2004

(p)OKLAHOMA TAX COMMISSION
120 N ROBINSON
STE 2000W
OKLAHOMA CITY OK 73102-7801

Case 15-40248 Doc 182 Filed 06/17/15 Entered 06/17/15 16:07:49 Desc Main Document Page 16 of 109
Origin To Future, Inc. 181 New Road, Suite 221 Parsippany, NJ 07054-5652
P.V. Holdings, Inc. D.B.A. Avix
Avis
c/o Teresa Husted
300 Centre Pointe Dr.
Virginia Beach, VA 23462-4415

PCTEL, Inc
20410 Observation Drive
Suite 200
Germantown, MD 20876-4093

PEO Services, L.P. (Insperity)
19001 Crescent Springs Drive
Kingwood, TX 77339-3802

Paychex
1175 John Street
West Henrietta, NY 14586-9199

Pitney Bowes Inc.
2225 American Drive
Neenah, WI 54956-1005

Premium Assignment Corporation
PO Box 8000
Tallahassee, FL 32314-8000

Premium Assignment Corporation
Attn: Kelton M. Farris
3522 Thomasville Rd. Suite 400
Tallahassee, FL 32309-3488

Pure Health Solutions Inc.
950 Corporate Woods Parkway
VernonHills, IL 60061-3155

Radha Krushn Communications, Inc.
143 Birch Street, Ste 108
Carpentersville, IL 60110-1678

Rahil Ahmad
3212 Golden Springs Drive
Plano, TX 75025-3924

Red Door Management Inc.
3815 River Crossing Parkway Suite 100
Indianapolis, IN 46240-7766

Reliant Energy
PO Box 3765
Houston, TX 77253-3765

Rogers & Hardin LLP
2700 International Tower
229 Peachtree Street N. E
Atlanta, GA 30303-1601

Securities and Exchange Commission
801 Cherry St # 1
Fort Worth, TX 76102-6881

Select Laundry
PO Box 426
Arvada, CO 80001-0426

Dipesh Shah
Autoopt Networks, Inc.
280 San Moreno Pl.
Suite 108
Fremont, CA 94539-3666

Michelle E. Shriro
Singer & Levick, P.C.
16200 Addison Rd., Ste. 140
Addison, TX 75001-5377

Kartik R. Singapura
Cherry Petersen Landry Albert LLP
8350 N. Central Expressway, Suite 1500
Dallas, TX 75206-1619

Small Business Administratio
4300 Amon Carter Blvd, Ste 114
Fort Worth, TX 76155-2652

Software Quality Leaders, Inc.
12000 Ford Road, Suite A411
Dallas, TX 75234-7249

Howard Marc Spector
12770 Coit Road, Ste. 1100
Dallas, TX 75251-1329

Staples Inc.
3333 Preston Road
Frisco, TX 75034-9013

Jason Starks
300 West 15th St., 8th Floor
Austin, TX 78701-1649

(p)TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528
AUSTIN TX 78711-3528

State of New Jersey
Division of Taxation-Corporation Tax
P.O Box 666
Trenton, NJ 08646-0666

State of New Jersey - CBT
Department of the Treasury -Division of
Revenue Processing Center
P.O Box 666
Trenton, NJ 08646-0666

Mark W. Stout
Padfield & Stout, L.L.P.
421 W. Third Street, Suite 910
Ft. Worth, TX 76102-3751

Sunbiz.org
2661 Executive Centre Circle West
Tallahassee, FL 32301-5020

Case 15-40248 Doc 182 Filed 06/17/15 Entered 06/17/15 16:07:49 Desc Main
Swingle Collins & Associates T-Mobile International AG Document Page 17 of 109
13760 Noel Road 2408 Preston Road TBR1j LLC
Ste. 600 Ste 704b dba Corporation Cars
Dallas, TX 75240-1381 Plano, TX 75093-2335 453 Arbol
Irving, TX 75039-3038 Irving, TX 75039-3038

TBril LLC dba Corporation Cars 453 Arbol Irving, TX 75039-3038	TMAC Mechanical 11126 Shady Trail Suite # 110 Dallas, TX 75229-7697	TRS RenTelco 1830 West Airfield Drive PO Box 613260 Dallas, TX 75261
TRS RenTelco 1830 West Airfield Drive PO Box 613260 Dallas, TX 75261	TW Telecom PO Box 172567 Denver, CO 80217-2567	TW Telecom Holdings, Inc. PO Box 172567 Denver, CO 80217-2567
Texas Attorney General 1412 Main Street Suite 81 Dallas, TX 75202-4014	Texas Attorney General Bankruptcy Collections Division Austin, TX 78711-2548	Texas Attorney General PO Box 12548 Austin, TX 78711-2548
Texas Workforce Commission 101 East 15th Street Austin, TX 78778-0001	Texas Workforce Commission Jason Starks c/o Sherri K. Simpson, Paralegal P.O. Box 12548 Austin, TX 78711-2548	Texas Workforce Commission Regulatory Integrity Division - SAU OAG, Bankruptcy-Collection Div MC 008 P.O. Box 12548 Austin, TX 78711-2548
The New Jersey Division of Taxation Corp. Service Audit group PO Box 277 Trenton, NJ 08695-0277	TransmediaX 125 Hopewell Grove Drive Suite # 100 Alpharetta, GA 30004-6989	TraveloPod Inc. 1111 W El Camino Real Suite 109-240 Sunnyvale, CA 94087-1056
Travis Wolff 15950 N. Dallas Parkway Suite 600 Dallas, TX 75248-6685	Treasury of Virginia State Corporation Commission Clerk's office PO Box 7607 Merrifield, VA 22116-7607	U.S. Attorney General Department of Justice Main Justice Building 10th & Constitution Ave., NW Washington, DC 20530-0001
US Department of Homeland Security 6500 Campus Circle Drive East Irving, TX 75063-2715	US Trustee Office of the U.S. Trustee 110 N. College Ave. Suite 300 Tyler, TX 75702-7231	United States Attorney 3rd Floor, 1100 Commerce St Dallas, TX 75242-1699
(p)INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATIONS PO BOX 7346 PHILADELPHIA PA 19101-7346	Universal Premium PO Box 923928 Norcross, GA 30010-3928	Amarenda Uppalapati Software Quality Leaders, Inc. 12000 Ford. Rd. #411 Dallas, TX 75234-7249
Utah State Tax Commission 210 North 1950 West Salt Lake City, UT 84134-0180	VAR Resources Leasing Customer Service MAC N00050055 800 Walnut Street Des Moines, IA 50309-3605	VAR Resources Leasing Cutomer Service MAC N00050055 800 Walnut Street Des Moines, IA 50309-3605

(p)VIRGINIA DEPARTMENT OF TAXATION
P O BOX 2156
RICHMOND VA 23218-2156

WEX Bank
PO Box 6293
Carol Stream, IL 60197-6293

WEX Inc.
97 Darling Avenue
So.Portland, ME 04106-2301

Lynnette R. Warman
Culhane Meadows PLLC
100 Crescent Ct., Ste 700
Dallas, TX 75201-2112

Wells Fargo Financial Leasing, Inc.
800 Walnut Street
MAC N0005-055
Des Moines, IA 50309-3605

Wells Fargo Insurance Services Inc.
6100 Fairview Road
10th Floor (28210)
PO Box 220748
Charlotte, NC 28222-0748

West Virginia State Tax Department
Tax Account Administration Department
P O Box 11514
Charleston, WV 25339-1514

West Virginia State Tax Dept. (with)
Tax Account Administration Division
P O Box 11514
Charleston, WV 25339-1514

Williams Mullen
321 East Main St.
Suite 400
Charlottesville, VA 22902-3201

Xceed Technologies Inc.
43130 Amberwood Plaza
Suite 200
South Riding, VA 20152-4145

eFax Corporation
PO Box 513000
Los Angeles, CA 90051-1000

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified
by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Georgia Dept. of Revenue
Processing Centre
P.O.Box 740320
Atlanta, GA 30374-0320

Great America Financial Services
PO Box 660831
Dallas, TX 75266-0831

(d)GreatAmerica Financial Services Corporatio
ATTN: Peggy Upton, Litigation Specialist
P.O. Box 609
Cedar Rapids, IA 52406

Oklahoma Tax Commission
Franchise Tax
Post Office Box 26920
Oklahoma City, OK 73126-0920

State Comptroller
Comptroller of Public Accounts
P.O Box 149348
Austin, TX 78714-9348

(d)State Comptroller of Public Accounts
Revenue Accounting Division
Bankruptcy Section
PO Box 13528
Austin, TX 78711

United States Treasury
Internal Revenue Service
Cincinnati, OH 45999-0039

Virginia Department of Taxation
P.O Box 1500
Richmond, VA 23218-1500

Electronic Sadan 2, MIDC

TTC Industrial Area

Mahape Navi Mumbai 400 710

Global Vision

Electronic Sadan 2

MIDC TTC Industrial Area

Mahape Navi Mumbai 400 710

(d)American Express

PO Box 360001

Fort Lauderdale, FL 33336-0001

(d)AutoOpt Networks, Inc.

280 San MOreno Place, Suite 108

Fremont, CA 94539-3666

(d)BeetaTek, Inc.

1333 Corporate Dr. Suite 105

Irving, TX 75038-2516

(d)Beetatek Inc.

1333 Corporate Dr. Suite 105

Irving, TX 75038-2516

(d)Collin County Tax Collector

PO Box 8006

McKinney, TX 75070-8006

(d)ESA P Portfolio, LLC

Extended Stay America

11525 N. Community House Road Suite 100

Charlotte, NC 28277-3610

(u)Enterprise Claim - US

Various centers

(u)GTL International, Ltd.

(u)GTL Limited

Electronic Sadan 2, MIDC

TTC Industrial Area

Mahape, Navi Mumbai 400710

(u)Global E-Secure

Global Vision, Electronic Sadan 2, MIDC

TTC Industrial Area

Mahape, Navi Mumbai 400710

(u)Global InnovSource Solutions, Pvt. Ltd.

A-2 Kailas Industrial Complex

Park Site. Vikhroli (W) Mumbai 400 079

(u)Global Proserve Limited

Eletronic Sada 2, MIDC

TTC Industrial Areaaa

Mahape, Navi Mumbai 400

710

(u)Global Proserve Limited

Electronic Sadan 2, MIDC

TTC Industrial Area

Mahape, Navi Mumbai 400 710

(u)John Helms Law

(u)Kunal Kapai

(du)Kunal Kapai

(d)Microlease

3486 Investment Blvd

Hayward, CA 94545-3811

(d)Timothy W. O'Neal

Office of the U.S. Trustee

110 N. College Ave., Ste. 300

Tyler, TX 75702-7231

(u)Paytime Harrisburg, Inc.

(u)Perdiem Payable to Employees

(u)Skype Technologies S.A.

NA since online service

(d)Software Quality Leaders, Inc.

12000 Ford Road, Suite A411

Dallas, TX 75234-7249

(d)TW Telecom

PO Box 172567

Denver, CO 80217-2567

(d)Texas Workforce Commission

101 East 15th St

Austin, TX 78778-0001

(d)The Hertz Corporation

Commercial Billing Dept 1124

PO Box - 121124

Dallas, TX 75312-1124

(d)Universal Premium

PO Box 923928

Norcross, GA 30010-3928

(u)Various Employees

End of Label Matrix

Mailable recipients 253

Bypassed recipients 30

Total 283

EXHIBIT A

Culhane Meadows PLLC

PO Box 49716
Atlanta, GA 30359
accounting@culhanemeadows.com



GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

In Reference To: 01 - Case Administration (Services)					
Date	By	Services	Hours	Rates	Amount
02/09/2015	LW	Send notice to various creditors and professionals to advise of bankruptcy filing (.2); telephone call with S.Fleckman regarding special counsel issues (.5); review and revise motion to pay prepetition wages (.5); review letter sent by creditor AutoOpt in violation of the automatic stay (.2)	1.40	\$ 400.00/hr	\$ 560.00
02/10/2015	LW	Conference call with U.Juneja and R. Kamat re strategy going forward in bankruptcy case and AutoOpt's notice of writ of garnishment to customers.	1.00	\$ 400.00/hr	\$ 400.00
02/10/2015	LW	Exchange telephone calls and emails with J.Vardeman regarding payroll motion and bank account motion, and discussions with Citibank.	1.00	\$ 400.00/hr	\$ 400.00
02/10/2015	LW	Review and revise first day declaration.	0.50	\$ 400.00/hr	\$ 200.00
02/10/2015	LW	Exchange emails with U.Juneja and R.Kamat to ascertain scope of liabilities and determine which first day motions are most critical; continued correspondence with J.Vardeman regarding bank accounts; email S.Rosco in bankruptcy court to ask about a hearing on Thursday morning. Obtain and provide UST with pleadings from writ of garnishment, bank statements and payroll information.	1.50	\$ 400.00/hr	\$ 600.00
02/10/2015	RGG	Prepare draft of motion to pay professional employment organization (0.8); prepare declaration of senior vice president in support of first day motions (1.2); telephone conference with client regarding critical vendor motion (0.5); telephone conference with Lynnette Warman regarding strategy (0.5); prepare checklist of first day motions (0.8)	3.80	\$ 325.00/hr	\$ 1,235.00
02/11/2015	LW	Review draft of 20 largest creditors; review creditor matrix; exchange emails with S.Rosco regarding expedited hearing request; review draft utility motion.	1.00	\$ 400.00/hr	\$ 400.00
02/11/2015	LW	Email exchanges to finalize information for creditor matrix and 20 largest.	0.20	\$ 400.00/hr	\$ 80.00

Culhane Meadows PLLC

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 Atlanta, GA 30359
 accounting@culhanemeadows.com



GTL (USA), Inc. - Debtor in Possession

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 Plano, TX 75024

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02/11/2015	LW	Continued exchange of calls and emails trying to resolve issues with Citibank.	1.00	\$ 400.00/hr	\$ 400.00
02/11/2015	LW	Final review of pleadings and orders to be submitted for first day hearings.	0.20	\$ 400.00/hr	\$ 80.00
02/11/2015	LW	Continued review of company's financial information.	0.50	\$ 400.00/hr	\$ 200.00
02/11/2015	LW	Prepare for hearing on motion to approve bank accounts.	0.70	\$ 400.00/hr	\$ 280.00
02/11/2015	LW	Review debt structure of company.	0.50	\$ 400.00/hr	\$ 200.00
02/11/2015	LW	Exchange emails with J.Vardeman regarding first day motions.	0.20	\$ 400.00/hr	\$ 80.00
02/11/2015	EB	Several Telephone conference with R. Grant to review background and get assignments and response to questions regarding case (.7); Review process and requirements for providing utilities adequate assurance of future performance and revise utilities motion regarding same(1.4); draft proposed order; revise motion to employ CM as Debtor's counsel and draft proposed order regarding same (1.0); review Motion maintain Debtor's cash management system in advance of filing. motion; Drafted proposed order (.8)	3.70	\$ 325.00/hr	\$ 1,202.50
02/11/2015	RGG	Prepare initial drafts of remainder of first day motions including utility motion, claims administration motion, cash management motion, and orders relating to same (3.8); supervise completion of creditor matrix, List of 20 largest unsecured creditors and coordinate filing of same (0.9); Telephone conference with Michael Sutherland regarding outstanding issues (0.3); telephone conference with Lynnette Warman regarding strategy for first day hearings (0.5); telephone conference with client regarding critical vendor issues and other first day issues (0.5); telephone conference with client regarding strategy (0.4); telephone conference with court regarding filing matters (0.5); coordinate service of first day matters upon email lists, fax list and via first-class mail (0.5);preparation for Thursday hearing (0.8); review, revise and supplement drafts of pleadings (1.7); telephone conference with Elaine Brasch regarding drafting (0.6); telephone conference with Bob Dremluk regarding same (0.4)	10.50	\$ 325.00/hr	\$ 3,412.50

Culhane Meadows PLLC

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 Atlanta, GA 30359
 accounting@culhanemeadows.com



GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
 Plano, TX 75024

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02/12/2015	LW	Exchange emails with UST office regarding first day orders.	0.20	\$ 400.00/hr	\$ 80.00
02/12/2015	LW	Prepare for first day hearings, Meet with U.Juneja, R.Kamat, R. Grant and M.Latin before the first day hearings to prepare for the hearing,	1.50	\$ 400.00/hr	\$ 600.00
02/12/2015	LW	Attend hearing on motions to pay payroll and manage bank accounts.	0.50	\$ 400.00/hr	\$ 200.00
02/12/2015	LW	Continued meeting with U.Juneja, R.Kamat, M.Latin and R.Grant to discuss AutoOpt violations of automatic stay, details of AutoOpt litigation; strategy going forward as to same.	1.00	\$ 400.00/hr	\$ 400.00
02/12/2015	LW	Review UCC-1 filings	0.20	\$ 400.00/hr	\$ 80.00
02/12/2015	LW	Prepare for status conference with company officers.	0.50	\$ 400.00/hr	\$ 200.00
02/12/2015	RGG	Prepare for hearing on first day motions including preparation of exhibits (1.3); office conference with client regarding preparation for hearing and additional background facts (1.1); attend hearing on first day motions including motion to approve payment of professional employment organization wages and cash management (0.5); office conference with clients and litigation attorneys regarding background information regarding settlement and strategy (1.9)	4.80	\$ 325.00/hr	\$ 1,560.00
02/12/2015	RGG	Telephone conference with Lynnette Warman regarding debriefing and analysis of hearings and strategy (0.5); review, revise and supplement draft of order regarding cash management (0.9); telephone conference with court and coordinate filing of same (0.3); respond to client inquiries regarding case administration (0.3)	2.00	\$ 325.00/hr	\$ 650.00
02/13/2015	LW	Prepare for and attend conference call with various officers and directors of GTL regarding the chapter 11 filing and strategy going forward.	1.00	\$ 400.00/hr	\$ 400.00
02/13/2015	LW	Continued exchange with S.Baker and R.Kamat regarding setting up DIP accounts and closing others down.	0.20	\$ 400.00/hr	\$ 80.00
02/13/2015	LW	Review and respond to emails from client regarding numerous creditors' responses to the bankruptcy filing.l	0.50	\$ 400.00/hr	\$ 200.00

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02/16/2015	LW	Continued review and response to requests by various creditors for payments and/or critical vendor status, review contracts re same; telephone calls and email exchanges with U.Juneja and R.Kamat regarding same.	1.00	\$ 400.00/hr	\$ 400.00
02/16/2015	LW	Analysis of various bills coming due for state and federal taxes; telephone calls and email exchanges with clients re same.	1.00	\$ 400.00/hr	\$ 400.00
02/16/2015	RGG	Review, revise and supplement motion regarding utilities (0.3); review, revise and supplement case checklist (0.6); telephone conference with Lynnette Warman regarding strategy (0.7); initial draft of motion to employ auditor (0.4); review and analyze company financials (0.8); work on initial draft of post petition creditor payment agreement (0.6); telephone conference with Lynnette Warman regarding company financials (0.7)	5.90	\$ 325.00/hr	\$ 1,917.50
02/17/2015	LW	Review financial information in preparation for trustee interview (.7); respond to debtor's questions about critical vendor issues and general bankruptcy issues via email exchanges (1.); telephone conference with R.Kamat, U.Juneja and R.Grant to finalize information for trustee interview, discuss critical vendor issues in preparation for preparing motion regarding same; discuss litigation matters ; discuss strategy going forward regarding pending lawsuits and plan preparations.	3.00	\$ 400.00/hr	\$ 1,200.00
02/17/2015	LW	Analysis of Infomage contract and options going forward; exchange calls and emails with clients regarding same.	1.00	\$ 400.00/hr	\$ 400.00
02/17/2015	LW	Analysis of employee related information to be included in schedules.	0.50	\$ 400.00/hr	\$ 200.00
02/17/2015	LW	Review draft schedules.	0.20	\$ 400.00/hr	\$ 80.00
02/17/2015	LW	Prepare for initial debtor interview.	0.20	\$ 400.00/hr	\$ 80.00

Culhane Meadows PLLC

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 Atlanta, GA 30359
 accounting@culhanemeadows.com



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 Plano, TX 75024

Invoice Date	Invoice Number
04/22/2015	25095
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02/17/2015	RGG	Correspondence to Lynnette Warman regarding comments to critical vendor/executory contract creditors (0.5); review correspondence exchange with client regarding case administration matters (0.6); telephone conference with client representatives regarding preparation for initial debtor interview and other case administration/strategy matters (2.2); Calendar deadlines regarding exclusivity, assumption rejection, proof of claim, etc. (0.4)	3.70	\$ 325.00/hr	\$ 1,202.50
02/18/2015	LW	Continued work to manage old and new bank account issues.	1.00	\$ 400.00/hr	\$ 400.00
02/18/2015	LW	Prepare for and participate in UST interview and follow up calls and emails regarding related issues.	1.00	\$ 400.00/hr	\$ 400.00
02/18/2015	LW	Research and analysis of critical vendor issues (.5); post petition payment issues (.3); correspondence from taxing authorities (.1); exchange emails with R. Kamat regarding checking account closure issues (.)	1.00	\$ 400.00/hr	\$ 400.00
02/18/2015	RGG	Review, revise and supplement Schedules	0.70	\$ 325.00/hr	\$ 227.50
02/18/2015	CD	Confer with R. Grant regarding case issues; review and analyze prejudgment garnishment pleadings and orders and other case materials	2.20	\$ 325.00/hr	\$ 715.00
02/18/2015	RGG	Review, revise and supplement draft of Schedule F (1.1); analyze issues regarding deposit with gas card vendor (0.9); prepare for initial debtor interview (0.2); attend telephonic initial debtor interview (0.6); additional analysis of issues and information needed relating to first day pleadings (0.3); telephone conference with Cheryl Diaz regarding Motion for 2004 examination (0.9); correspondence to Elaine Brasch regarding drafting of intern compensation motion and gas card deposit motion (0.3); research issues relating to intern compensation procedures (0.4); telephone conference with Tim O'Neal regarding approval of intern compensation procedures and formation of debtor-in-possession bank account (0.3)	4.90	\$ 325.00/hr	\$ 1,592.50
02/19/2015	LW	Correspondence: Review suggestions of bankruptcy filed in various litigation matters.	0.20	\$ 400.00/hr	\$ 80.00

Culhane Meadows PLLC

PO Box 49716
 Atlanta, GA 30359
 accounting@culhanemeadows.com



GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
 Plano, TX 75024

Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

02/19/2015	LW	Review information prepared for schedules.	0.20	\$ 400.00/hr	\$ 80.00
02/19/2015	EB	Review emails regarding WEX Bank and need to enter into Deposit Agreement to continue supply of fuel; Draft motion and proposed order to authorize entry in same and email to R. Grant regarding open issues with regard to motion	2.70	\$ 325.00/hr	\$ 877.50
02/19/2015	CD	Continue to review and analyze prejudgment garnishment pleadings and other file materials; draft e-mail to L. Warman and R. Grant regarding same	0.90	\$ 325.00/hr	\$ 292.50
02/20/2015	EB	Review L. Warman email regarding changes to Wex Motion to enter into Deposit Agreement; Revise same including adding request for payment of pre-petition claim based upon Wex's status as a critical vendor.	1.25	\$ 325.00/hr	\$ 406.25
02/22/2015	LW	Review updated draft of schedules and statement of affairs.	0.50	\$ 400.00/hr	\$ 200.00
02/22/2015	RGG	Review, analyze and comment upon executory contract schedule provided by client (1.1); internal analysis regarding executory contract issues (0.3); review, revise and supplement draft of Schedules and Statement of Financial Affairs (1.2)	2.60	\$ 325.00/hr	\$ 845.00
02/23/2015	LW	Prepare for conference call with Infomag and clients.	0.50	\$ 400.00/hr	\$ 200.00
02/23/2015	EB	Draft compensation procedures motion and order for all professionals in case; revise same.	1.80	\$ 325.00/hr	\$ 585.00
02/23/2015	RGG	Review, revise and supplement draft of Schedules and Statement of Financial Affairs (0.8); review revise and supplement attachment 3(b)(2) to Statement of Financial Affairs (0.8); telephone conference with Chief Financial Officer regarding preparation of Schedules and SOFA (1.3)	2.90	\$ 325.00/hr	\$ 942.50
02/23/2015	RGG	Telephone conference with Mark Stout, counsel for Infomage regarding requested critical vendor status (0.5); work on issues regarding same (0.2)	0.70	\$ 325.00/hr	\$ 227.50
02/24/2015	LW	Review revised schedules and statement of affairs and related matters.	1.00	\$ 400.00/hr	\$ 400.00

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
 Plano, TX 75024

Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

02/24/2015	LW	Review pleadings and service issues regarding motions filed today and discussions regarding hearing date options.	1.00	\$ 400.00/hr	\$ 400.00
02/24/2015	RGG	Working telephone conference with chief financial officer to review, revise and supplement Schedules and Statement of Financial Affairs (2.5); Review, revise and supplement exhibits to schedules (0.4); prepare General Notes to schedules (0.9); Telephone conference with senior vice president and chief financial officer regarding finalization of Schedules and Statement of Financial Affairs (1.0); Review, revise and supplement Schedule Statement of Financial Affairs to incorporate client final comments (0.5); coordinate filing of schedules, statement of financial affairs and list of equity security holders (0.3)	5.60	\$ 325.00/hr	\$ 1,820.00
02/25/2015	LW	Conference call with Infomag and client representatives (.8); analysis of options regarding post petition operations (1.)	1.80	\$ 400.00/hr	\$ 720.00
02/25/2015	LW	research issues relating to whether certain pre petition agreements may be considered executory contracts.	1.00	\$ 400.00/hr	\$ 400.00
02/25/2015	LW	Review proposals to obtain post petition credit.	0.20	\$ 400.00/hr	\$ 80.00
02/25/2015	RGG	Prepare and file certificate of service of motions (0.3); telephone conference with Lynnette Warman regarding Informage (0.5); telephone conference with chief financial officer regarding payment of settlement amount in regarding secured credit card financing (0.6); telephone conference with Lynnette Warman regarding Informage and other issues (0.5); Research issues regarding local rules (0.3)	2.20	\$ 325.00/hr	\$ 715.00
02/26/2015	LW	Analysis of credit proposals and of appropriate papers to be filed seeking approval of same.	0.50	\$ 400.00/hr	\$ 200.00
02/26/2015	LW	Continued negotiations with Infomag and its counsel regarding post petition performance.	0.50	\$ 400.00/hr	\$ 200.00
02/26/2015	LW	Review status of case with U.Juneja and discuss strategy going forward, need for updated projections and cash flow projections during the case.	0.50	\$ 400.00/hr	\$ 200.00

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Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

02/26/2015	RGG	Prepare draft of brief in support of motion to approve secured credit facilities (convenience credit) (1.5); coordinate transmittal of declaration to court (0.2); telephone conference with courtroom deputy regarding issues relating to procedures, hearing set scheduling, and certificate of service (0.6); telephone conference with Lynnette Warman regarding strategy regarding motions regarding secured credit financing, treatment of settlement agreements, and other strategy issues (0.8); research issues regarding treatment of settlement agreements as executory contracts (0.5); review and revise notes to financial statements for auditors (0.4) correspondence to client regarding same (0.1); correspondence to client regarding taxing authorities (0.2); prepare initial draft of six motions to approve secured credit financing (0.9)	5.20	\$ 325.00/hr	\$ 1,690.00
02/27/2015	RGG	Correspondence to client regarding revisions to creditor matrix (0.2); review, revise and supplement draft of various motions to approve post petition secured credit collateralized by cash deposit (1.7); Correspondence to client outlining issues relating to same (0.4); Telephone conference with chief financial officer regarding issues related to deposit agreements (0.5); analyze issues regarding strategy regarding same (0.6)	3.40	\$ 325.00/hr	\$ 1,105.00

Total Hours	104.55 hrs
Total Services	\$ 36,461.25
Total Amount	\$ 36,461.25

In Reference To: 03 - Committee Matters (Services)					
Date	By	Services	Hours	Rates	Amount
02/09/2015	JR	advice and counsel regarding PEO arrangements	0.20	\$ 300.00/hr	\$ 60.00
02/09/2015	RD	Strategy: Call with R. Grant about PEO structure and bankruptcy treatment (.3)	0.30	\$ 525.00/hr	\$ 157.50

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04/22/2015	25095
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Net 30	02/28/2015

02/10/2015	LW	Analysis of issues related to drafting motion to approve payroll, review and revisions of multiple drafts of motion and order. Review Insperity contract; telephone calls with U. Juneja and R.Kamat regarding same and regarding process of obtaining bankruptcy court approval.	2.00	\$ 400.00/hr	\$ 800.00
02/10/2015	LW	Review itemized list of payroll and expenses.	0.20	\$ 400.00/hr	\$ 80.00
02/11/2015	LW	Prepare for hearing on motion to pay payroll	0.70	\$ 400.00/hr	\$ 280.00
02/12/2015	LW	Review and revise order approving payroll.	0.30	\$ 400.00/hr	\$ 120.00
02/12/2015	RD	Revise: Revise and update motion to approve funding of PEO, to pay prepetition benefits, to reimburse expenses and to pay per diem charges, including calls with R. Grant (.8)	0.80	\$ 525.00/hr	\$ 420.00

Total Hours	4.50 hrs
Total Services	\$ 1,917.50
Total Amount	\$ 1,917.50

In Reference To: 04 - Professionals Employment/Compensation (Services)					
Date	By	Services	Hours	Rates	Amount
02/10/2015	LW	Exchange emails with M.Sutherland and S.Fleckman re applications to employ special counsel.	0.50	\$ 400.00/hr	\$ 200.00
02/11/2015	RD	Revise: Revise and update application and proposed order to retain Culhane Meadows as debtor's counsel	0.60	\$ 525.00/hr	\$ 315.00
02/20/2015	RD	Emails about retention of CM as counsel (.2)	0.20	\$ 525.00/hr	\$ 105.00

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04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

02/24/2015	RGG	Finalize draft of application to employ Culhane Meadows as debtor's counsel (0.3); finalize declaration of Lynnette Warman in support of same (0.3); finalize order granting same (0.3); finalize draft of motion to approve interim compensation procedure (0.7); finalize order regarding same (0.3); finalize motion to authorize payment of insurance premium financing (0.5); prepare exhibits to motion (0.3); prepare and finalize order approving same (0.3); finalize draft of motion to approve Financing (WEX Bank) (0.5); finalize order regarding same (0.3); prepare exhibits to motion (0.2); correspondence to court requesting emergency hearing on financing motions (0.2); coordinate service of motions (0.3)	6.10	\$ 325.00/hr	\$ 1,982.50
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Total Hours	7.40 hrs
Total Services	\$ 2,602.50
Total Amount	\$ 2,602.50

In Reference To: 05 - Business Operations (Services)

Date	By	Services	Hours	Rates	Amount
02/13/2015	LW	Analysis of various requests by creditors for critical vendor status.	0.50	\$ 400.00/hr	\$ 200.00
02/13/2015	LW	Review and respond to various emails regarding bank account transition issues.	0.30	\$ 400.00/hr	\$ 120.00
02/16/2015	LW	Review and analysis of draft audited financial statements.	1.00	\$ 400.00/hr	\$ 400.00
02/20/2015	LW	Continued work on bank account transition issues.	0.20	\$ 400.00/hr	\$ 80.00

Total Hours	2.00 hrs
Total Services	\$ 800.00
Total Amount	\$ 800.00

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Net 30	02/28/2015

In Reference To: 08 - Claims Administration (Services)

Date	By	Services	Hours	Rates	Amount
02/12/2015	LW	Review claims to be asserted by parent companies	1.00	\$ 400.00/hr	\$ 400.00
02/18/2015	LW	Review UCC searches to determine existence of any secured creditors.	0.50	\$ 400.00/hr	\$ 200.00
02/23/2015	LW	Review employee termination issues.	0.50	\$ 400.00/hr	\$ 200.00
02/24/2015	LW	Prepare for and participate in conference call with representatives from Infomag and clients to discuss contract issues.	1.00	\$ 400.00/hr	\$ 400.00

Total Hours 3.00 hrs
Total Services \$ 1,200.00
Total Amount \$ 1,200.00

In Reference To: 09 - AutoOpt Litigation (Services)

Date	By	Services	Hours	Rates	Amount
02/11/2015	LW	Begin review of AutoOpt litigation matters; review emails from S.Fleckman and SK Roy regarding same.	2.00	\$ 400.00/hr	\$ 800.00
02/13/2015	RGG	Review and analyze correspondence exchange among Lynnette Warman and client and cocounsel regarding new information (0.3); telephone conference with Lynnette Warman regarding strategy (0.7)	1.00	\$ 325.00/hr	\$ 325.00
02/18/2015	RGG	Telephone conference with Cheryl Diaz regarding background facts relating to AutoOpt litigation (0.8); email exchange regarding review of Judge Fitzwater order (0.2); telephone conference with Cheryl Diaz regarding same (0.3)	1.10	\$ 325.00/hr	\$ 357.50

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Net 30	02/28/2015

02/27/2015	LW	Exchange emails with S.Fleckman re AutoOpt litigation and discovery requests; analysis of strategy going forward in the bankruptcy case.	1.00	\$ 400.00/hr	\$ 400.00
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Total Hours 5.10 hrs
Total Services \$ 1,882.50
Total Amount \$ 1,882.50

In Reference To: 12 - Expenses (Expenses)		
Date	By	Expenses
02/12/2015	RGG	Miscellaneous: Delaware UCC Search
02/24/2015	RGG	Printing/Copying: Outside Photocopy and Assembly - Mailout 2-24-15

Total Expenses \$ 247.87
Total Amount \$ 247.87

Total Hours	126.55 hrs
Total Services	\$ 44,863.75
Total Expenses	\$ 247.87
Total Invoice Amount	\$ 45,111.62
Previous Balance	\$ 0.00
Balance (Amount Due)	\$ 156,191.23

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Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

Receipts:

Date: 2/12/2015 12:00:00 AM

Expense Type: Miscellaneous

Description: Delaware UCC Search



LORENA CAITO
Columbus Team 4
4400 Easton Commons Way,
Suite 125
Columbus OH 43219
(800) 713-0705 Ext.3581
lorena.caito@wolterskluwer.com

Summary of Charges

This is not an invoice. Do not pay from this report.

RICHARD GRANT
Culhane Meadows PLLC
100 Crescent Court
Suite 700
Dallas TX
75201

Order #: 46771194
Customer #: 29062
Date: 02/12/2015
Reference 1: GTL (USA), Inc.
Reference 2: --

	Bill-Code	Price
GTL (USA), INC.		
State Lien Search (All available liens)-DE	GTL (USA), INC.	\$58.00
Secretary of State		
County or State Copy Fees:		\$43.00
County or State Fees:		\$50.00
State and Local Tax:		\$3.83
	Sub-Total:	\$154.83
Summary		
Service Charge:		\$58.00
County or State Copy Fees:		\$43.00
County or State Fees:		\$50.00
State and Local Tax:		\$3.83
	TOTAL:	\$154.83

* Pending items may have additional costs of state, county, third party fees or additional copies/pages which will increase the total cost. This report shows preliminary cost only.

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04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

Date: 2/24/2015 12:00:00 AM

Expense Type: Printing/Copying

Description: Outside Photocopy and Assembly - Mailout 2-24-15

3/9/2015

Invoice



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Elite Document Technology-Dallas

INVOICE

Date	Invoice #
2/24/2015	46151

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Bill To	Client Ref. #	Terms	Rep	Ordered By	Job #: EDT_046151
Richard Grant Culhane Meadows PLLC 100 Crescent Court Suite 700 Dallas, TX 75201	GTL 2-24-15	Net 30	TR	Richard Grant	
Description		Qty	Rate	Amount	
REPRO Mail-out		504	\$0.100	\$50.40T	
MISC:MAIL-Creditor		36	\$0.350	\$12.60T	
POSTAGE:Postage		36	\$0.690	\$24.84	
<p>Please be advised that the person or entity indicated in the address block of this invoice (i.e., you) shall be responsible for any and all payments herein referenced, irrespective of whether such amounts are ultimately posted to the account of your client or other third party. Dispute of charges: Client must dispute charges within 10 days of invoice date. Client agrees that failure to dispute charges within 10 days of invoice date will result in forfeiture of Client's right to dispute and will render Client liable for total amount as invoiced.</p>					
<p>A 5% late fee will be applied to any invoice over 30 days past due.</p>					

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GTL (USA), Inc. - Debtor in Possession

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Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

We accept VISA, Mastercard, and AMEX.	Subtotal:	\$87.84
	Sales Tax (0.0825):	\$5.20
<i>Customer Signature:</i>	Date:	Total: \$93.04

Tax ID Number:
33-1029748

400 N. Saint Paul St., Suite 1300, Dallas, TX 75201. 214-698-5199

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Invoice Date	Invoice Number
04/22/2015	25095
Terms	Service Through
Net 30	02/28/2015

Trust Account Summary

Billing Period: 02/09/2015 - 04/22/2015

Client: GTL (USA), Inc. - Debtor in Possession General Matter Trust				
Total Deposits		Total Disbursements		Current Balance
\$44,108.00		\$0.00		\$44,108.00
Date	Transaction	Deposit	Disbursement	Balance
03/11/2015	Received From-GTL (USA), Inc. - Debtor in Possession	\$44,108.00		\$44,108.00

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Invoice Date	Invoice Number
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Terms	Service Through
Net 30	02/28/2015

User Hours Summary

Billing Period: 02/09/2015 - 02/28/2015

User Hour Totals				
User	Hours Billed	Rate/Hour	Amount Billed	
Robert Dremluk	1.90	\$525.0000	\$997.50	
Lynnette Warman	44.80	\$400.0000	\$17,920.00	
Elaine Brasch	9.45	\$325.0000	\$3,071.25	
Richard G Grant	67.10	\$325.0000	\$21,807.50	
Cheryl Diaz	3.10	\$325.0000	\$1,007.50	
Jennifer Rodriguez	0.20	\$300.0000	\$60.00	

Please remit payments via check to:
Culhane, Meadows, Haughian & Walsh, PLLC
P.O. Box 49716
Atlanta, GA 30359

Please remit electronic payments to:

Culhane, Meadows. Haughian & Walsh, PLLC
Routing/ABA# is: 111000614
Operating Account number is: 703239066
International SWIFT Code (Chase Bank): CHASUS33
JPMorgan Chase Bank, N.A. (201)
2051 Long Prairie Rd.
Flower Mound, TX 75022

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GTL (USA), Inc. - Debtor in Possession

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

In Reference To: 01 - Case Administration (Services)					
Date	By	Services	Hours	Rates	Amount
03/01/2015	RGG	Review, revise and supplement Schedules to incorporate taxing authorities (0.4); prepare initial draft of motion to approve convenience secured cash deposit financing (1.5)	1.90	\$ 325.00/hr	\$ 617.50
03/02/2015	LW	Review post petition credit issues and potential solutions (.5); review and respond to emails from client re same (.5); analysis of issues relating to Citibank and setting up a DIP account there (.5)	1.50	\$ 400.00/hr	\$ 600.00
03/02/2015	LW	Prepare for meeting with clients to discuss pending matters and strategy going forward in main case as well as Kunal Kapai and AutoOpt matters.	2.00	\$ 400.00/hr	\$ 800.00
03/02/2015	RGG	Prepare declaration of senior vice president in support of secured credit financing motion (0.6); transmit same for execution (0.1); finalize and coordinate filing of motion (1.3); Coordinate service of motion by fax and electronic mail (0.3)	2.20	\$ 325.00/hr	\$ 715.00
03/03/2015	LW	Exchange emails with S.Baker and T.O'Neal regarding committee formation; review 20 largest list and analysis of potential committee members.	0.60	\$ 400.00/hr	\$ 240.00
03/03/2015	LW	Prepare for and meet with client representatives to prepare for upcoming hearings (2.); review pending payment requests from creditors (.5); discuss and analyze R2004 and other potential motions to be filed in the case in the near future (2.)	4.50	\$ 400.00/hr	\$ 1,800.00
03/03/2015	RGG	Correspondence to client regarding Thursday hearings (0.2); Review, revise, and supplement creditor matrix (0.3); telephone conference with court regarding procedural matters (0.3); Telephone conference with Lynnette Warman regarding preparation for meetings with client representatives and representatives of shareholders (0.3); Telephone conference with counsel for parents regarding reconciliation of client names (0.3)	1.40	\$ 325.00/hr	\$ 455.00
03/04/2015	LW	Begin preparations for 341 meeting (1.); telephone conference the client representatives regarding same (.5)	1.50	\$ 400.00/hr	\$ 600.00

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/04/2015	LW	Review additional creditors to be added to matrix; preliminary review of IRS claim.	1.00	\$ 400.00/hr	\$ 400.00
03/04/2015	RD	Research: Provide Richard Grant with cases and materials regarding common interest doctrine (.4)	0.40	\$ 525.00/hr	\$ 210.00
03/04/2015	RGG	Prepare revised and supplemental creditor matrix (0.4); correspondence to client regarding execution of same (0.1)	0.50	\$ 325.00/hr	\$ 162.50
03/04/2015	RGG	Correspondence to US Trustee outlining responses to inquiries regarding motion to approve secured credit financing (0.4); telephone conference with same regarding revisions (0.3); review and revise and supplement order and transmit same to U.S. Trustee for approval (0.4)	1.10	\$ 325.00/hr	\$ 357.50
03/05/2015	LW	Continued drafting and revision of Kapai R2004 exam motion and associated review of documents regarding same.	3.00	\$ 400.00/hr	\$ 1,200.00
03/05/2015	LW	Review issues in preparation for hearing on unsecured credit motions (.5); telephone calls and emails with client representatives regarding same (.5).	1.00	\$ 400.00/hr	\$ 400.00
03/05/2015	LW	Prepare for (1.) and participate in hearing on unsecured credit and various issues (1.6).	1.60	\$ 400.00/hr	\$ 640.00

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Net 30	03/31/2015

03/05/2015	RGG	Prepare for hearings on motions for secured credit financing and motion to approve insurance premium financing (1.9); telephone conference with Howard Spector, as counsel for AutoOpt, regarding hearing date and objection (0.3); telephone conference with client representatives regarding preparation for hearing (0.8); coordinate service of hearing (0.3); upload exhibits for hearing including preparation thereof (0.4); attend hearing telephonically (inclement weather) (0.9); review, revise and supplement draft of the order regarding the secured credit financing to incorporate court ruling (0.4); transmit same to parties for review (0.2); telephone conference with Lynnette Warman regarding debriefing from hearing (0.5); Telephone conference with Howard Spector regarding overview of parties' respective positions (0.5); conference call with client representatives and L. Warman regarding debriefing from hearing and conversation with counsel for AutoOpt (0.5); telephone conference with counsel for parent company regarding outstanding issues (0.3); coordinate supplemental service of notice of appearance of case to amended creditor matrix (0.4)	7.10	\$ 325.00/hr	\$ 2,307.50
03/06/2015	RGG	Prepare and file certificate of service (supplemental) of notice of commencement of case (0.3); coordinate filing of amended creditor matrix (0.2); prepare for section 341 meeting (1.5); conference with client representatives in preparation for meeting (0.9); attend 341 meeting (1.9); debriefing conference with clients (0.5)	5.90	\$ 325.00/hr	\$ 1,917.50
03/06/2015	LW	Continued review and revision of Kapai R2004 exam motion to incorporate changes from clients; develop discovery requests	2.00	\$ 400.00/hr	\$ 800.00
03/06/2015	LW	Prepare for and attend 341 meeting and related client meetings as well as discussions with various creditors.	3.00	\$ 400.00/hr	\$ 1,200.00
03/06/2015	LW	Review additional discovery request from committee counsel and begin to develop list of documents to be discussed with client regarding production.	1.00	\$ 400.00/hr	\$ 400.00

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/09/2015	LW	Telephone conferences and email exchanges with clients to verify facts and exhibits, Finalize exhibits and text of R2004 exam of Kapai, file and serve same.	4.00	\$ 400.00/hr	\$ 1,600.00
03/09/2015	LW	Review and analysis of proposed confidentiality agreement.	2.00	\$ 400.00/hr	\$ 800.00
03/09/2015	LW	Telephone conference with committee counsel and R.Grant regarding confidentiality issues, Infomage and other matters.	0.50	\$ 400.00/hr	\$ 200.00
03/09/2015	LW	Review corporate bylaws and other documents.	1.00	\$ 400.00/hr	\$ 400.00
03/11/2015	LW	Begin review of some preliminary financial information in connection with pending deadline for filing monthly operating report (1.); Discussion with clients regarding parameters of report and committee's request for financial information (2.0)	3.00	\$ 400.00/hr	\$ 1,200.00
03/11/2015	LW	Preliminary review of financial operations of the Canadian affiliate.	1.00	\$ 400.00/hr	\$ 400.00
03/11/2015	LW	Review and respond to various questions regarding ordinary course employment	0.50	\$ 400.00/hr	\$ 200.00
03/12/2015	LW	Telephone call with counsel for Kunal Kapai regarding R2004 motion	0.30	\$ 400.00/hr	\$ 120.00
03/12/2015	LW	Meeting with clients to discuss pending matters in case generally; discovery requested by committee; options to deal with certain creditors and strategy going forward.	4.00	\$ 400.00/hr	\$ 1,600.00
03/12/2015	RD	Research: Call with Richard Grant about committee member issue and discuss strategies (.4), research and provide case with respect to committee membership conflicts etc. (.9)	1.30	\$ 525.00/hr	\$ 682.50
03/13/2015	LW	Meet with client representatives to discuss cash flow issues; pending r2004 matters; proposed mediations; pending creditor requests for payments and plan confirmation issues.	3.00	\$ 400.00/hr	\$ 1,200.00
03/13/2015	LW	Telephone call with H.Spector regarding pending matters.	0.10	\$ 400.00/hr	\$ 40.00
03/13/2015	LW	Telephone conference with J.Binford regarding potential mediation with AutoOpt. Analysis of mediation issues.	0.80	\$ 400.00/hr	\$ 320.00

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03/13/2015	RGG	Telephone conference with Michelle Shiro regarding claims of parent company (0.5); telephone conference with counsel for Committee regarding the status of production and concerns regarding committee membership (0.6); internal analysis of issue regarding same (0.5); Correspondence exchange with client regarding status report from day (0.4)	2.00	\$ 325.00/hr	\$ 650.00
03/13/2015	LW	Attempt to return calls to counsel for a party interested in potential asset sale.	0.20	\$ 400.00/hr	\$ 80.00
03/13/2015	LW	Discuss potential settlement with counsel for Kapai; discuss same with client.	1.50	\$ 400.00/hr	\$ 600.00
03/14/2015	LW	Summarize meeting with clients and send out via email; review responses and respond to same.	0.50	\$ 400.00/hr	\$ 200.00
03/14/2015	LW	Analysis of issues relating to a competitor on a creditors' committee.	1.50	\$ 400.00/hr	\$ 600.00
03/14/2015	LW	Research standards and case law applicable to removing a party from a creditors' committee.	2.00	\$ 400.00/hr	\$ 800.00
03/14/2015	LW	Draft and send summary of meeting yesterday to client.	0.40	\$ 400.00/hr	\$ 160.00
03/16/2015	LW	Review issues related to deposits needed for post petition operations	0.50	\$ 400.00/hr	\$ 200.00
03/16/2015	LW	Review and respond to questions regarding payment of taxes and filing issues.	0.50	\$ 400.00/hr	\$ 200.00
03/17/2015	RGG	Telephone conference with Chief Financial Officer regarding review of monthly operating report	1.10	\$ 325.00/hr	\$ 357.50
03/17/2015	LW	Discuss Berke	1.00	\$ 400.00/hr	\$ 400.00
03/17/2015	LW	Telephone call with clients to discuss financial reporting issues in connection with first operating report; status of case and pending matters.	1.10	\$ 400.00/hr	\$ 440.00
03/18/2015	RGG	Make comments to monthly operating report; coordinate finalization of same	0.70	\$ 325.00/hr	\$ 227.50
03/20/2015	RGG	Correspondence to Sam Baker regarding closed bank accounts	0.30	\$ 325.00/hr	\$ 97.50

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03/20/2015	RGG	Coordinate filing of February monthly operating report (0.2); telephone conference with Jason Binford regarding committee inquiries as to expenses included (0.3)	0.50	\$ 325.00/hr	\$ 162.50
03/23/2015	CD	Review Unsecured Creditors Committee's request for production of documents; confer with R. Grant regarding status and strategy; begin drafting objections and responses to discovery requests	0.70	\$ 325.00/hr	\$ 227.50
03/23/2015	LW	Preliminary review of draft of 2014 audit and issues related thereto.	0.50	\$ 400.00/hr	\$ 200.00
03/24/2015	CD	Draft objections and responses to Unsecured Creditors Committee's Request for Production of Documents	1.80	\$ 325.00/hr	\$ 585.00
03/25/2015	LW	Discuss demand to Berkeley to obtain return of deposit with U.Juneja.	0.30	\$ 400.00/hr	\$ 120.00
03/25/2015	LW	Discuss issues regarding employee retention and payments with U.Juneja.	0.60	\$ 400.00/hr	\$ 240.00
03/26/2015	LW	Prepare and circulate an extensive update of legal matters pending; debtor's pending responses; strategy issues and opinions related thereto.	1.00	\$ 400.00/hr	\$ 400.00
03/26/2015	LW	Reach out to potential financial advisers for the debtor.	0.50	\$ 400.00/hr	\$ 200.00
03/26/2015	LW	Respond to client questions and comments regarding case update.	0.60	\$ 400.00/hr	\$ 240.00
03/27/2015	LW	Review draft motion and order regarding Infomage's request to be prepaid; telephone calls and email exchanges with their counsel re same.	0.50	\$ 400.00/hr	\$ 200.00
03/29/2015	LW	Discuss case with potential financial adviser Dawn Ragan.	0.20	\$ 400.00/hr	\$ 80.00

Total Hours	85.20 hrs
Total Services	\$ 32,252.50
Total Amount	\$ 32,252.50

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In Reference To: 02 - Confidentiality Litigation (Services)					
Date	By	Services	Hours	Rates	Amount
03/09/2015	RGG	Strategize and prepare initial draft of committee confidentiality agreement (1.4)	1.40	\$ 325.00/hr	\$ 455.00
03/10/2015	RGG	Review, revise and supplement draft of confidentiality agreement with committee (0.5); prepare initial draft of two-tier agreed protective order relating to discovery by committee and AutoOpt (0.8)	1.30	\$ 325.00/hr	\$ 422.50
03/10/2015	RGG	Review correspondence regarding potential mediation (0.1); telephone conference with Lynnette Warman regarding strategy regarding same and regarding protections needed (0.6)	0.70	\$ 325.00/hr	\$ 227.50
03/11/2015	RGG	Review, revise and supplement draft of agreed protective order and confidentiality agreement (0.4); telephone conference with Lynnette Warman regarding same and regarding other case strategy issues (0.6); telephone conference with Jason Binford, counsel for Committee, regarding confidentiality issues, background info in case, settlement issues and other issues relating to case of ministration and case prosecution and settlement (1.1); correspondence to Lynnette Warman regarding same (0.3); telephone conference with Warman regarding settlement strategy with AutoOpt (0.6); Review and analyze settlement structure proposed by committee council (0.2); telephone conference with Lynnette Warman regarding same (0.3); telephone conference with Jason Binford regarding same (0.3)	3.80	\$ 325.00/hr	\$ 1,235.00
03/11/2015	LW	Exchange emails with J.Binford regarding his request to stop sending him documents until the confidentiality order is negotiated and in place.	0.20	\$ 400.00/hr	\$ 80.00

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03/11/2015	LW	Pull pleadings from J.Fitzwater's case regarding confidentiality motions and orders filed in that matter (.2); Review them in light of the issues present in the bankruptcy proceeding and AutoOpt's violations of such orders both before and after the filing (2.)	2.20	\$ 400.00/hr	\$ 880.00
03/12/2015	RGG	Review, revise and supplement agreed protective order (0.6); review and analyze Global Innov agreement (0.4); Telephone conference with Michelle Shriro regarding claim of parent company (0.9); telephone conference with chief financial officer regarding payment to Indian staffing company (0.5); analyze issues regarding 2004 examination motion (0.4); telephone conference with Howard Spector regarding potential settlement with AutoOpt (0.4); telephone conference with Lynnette Warman comments of H. Spector and generally regarding same (0.6)	3.80	\$ 325.00/hr	\$ 1,235.00
03/12/2015	LW	Review current draft of confidentiality motion with committee changes (.5); analysis of proposed changes in light of pending motions and issues (2.)	2.50	\$ 400.00/hr	\$ 1,000.00
03/13/2015	RGG	Review, revise and supplement draft of agreed protective order in response to Committee draft (1.5); correspondence to committee counsel regarding same (0.2); telephone conference with Jason Binford regarding Committee comments and concern regarding approval by AutoOpt (0.5)	2.20	\$ 325.00/hr	\$ 715.00
03/13/2015	LW	Discussion with client concerning status of present negotiations with the committee and AutoOpt about the confidentiality order; the status of mediation discussions; removal of AutoOpt from the committee and other potential solutions to the current status of the case.	1.00	\$ 400.00/hr	\$ 400.00
03/14/2015	LW	Review current draft of protective order in light of concerns raised by counsel for AutoOpt.	0.60	\$ 400.00/hr	\$ 240.00
03/16/2015	RGG	Prepare initial draft of motion to approve protective order (0.5); telephone conference with Lynnette Warman regarding strategy for same (0.5); telephone conference with Howard Spector regarding attempts at resolution of terms of agree protective order (0.4)	1.40	\$ 325.00/hr	\$ 455.00

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03/17/2015	RGG	Work on motion for protective order	2.70	\$ 325.00/hr	\$ 877.50
03/17/2015	LW	Review and revise draft motion for protective order.	1.00	\$ 400.00/hr	\$ 400.00
03/17/2015	LW	Review and analysis current drafts of confidentiality agreement and agreed protective order regarding issues raised post petition due to conduct of several creditors.	1.00	\$ 400.00/hr	\$ 400.00
03/18/2015	RGG	Review, revise and supplement draft of motion for protective order (1.1); research First Amendment issues (0.9); continue to review, revise and supplement motion regarding First Amendment issues (0.4); review, revise and supplement motion to discuss fact pattern (0.9); analyze strategy regarding same (0.6); telephone conference with Jason Binford regarding same and regarding our other outstanding issues (0.4); prepare exhibits to motion (0.5); review and finalize motion (0.7)	6.50	\$ 325.00/hr	\$ 2,112.50
03/18/2015	LW	Obtain and review documents from client and former counsel to be attached to motion for protective order (.8); final review and revision of confidentiality motion (.5)	1.30	\$ 400.00/hr	\$ 520.00
03/19/2015	RGG	Correspondence to client representatives regarding motion for protective order and outstanding issues (0.4); Telephone conference with Jason Binford regarding protective order hearing, production of documents under attorneys eyes only, and other strategy issues (0.6); telephone conference with Michelle Shiro regarding availability of parent funds and other issues regarding parent/debtor relationship (0.5); analyze issues regarding Informage payment requests (0.6)	2.10	\$ 325.00/hr	\$ 682.50
03/19/2015	RGG	Research issues regarding filing monthly operating report under seal; Correspondence to client regarding same	0.70	\$ 325.00/hr	\$ 227.50
03/19/2015	LW	Discussions with client regarding discovery requests from the committee in light of confidentiality motion.	0.50	\$ 400.00/hr	\$ 200.00
03/20/2015	RGG	Correspondence to Howard Spector regarding attendance of Dipesh Shah at protective order hearing (0.2); research issues regarding subpoena power (0.8); Obtain copies of pleadings (0.5); Analyze issues regarding confidentiality of documents produced a client in AutoOpt litigation (0.5)	2.00	\$ 325.00/hr	\$ 650.00

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03/23/2015	RGG	Research regarding protective order injunction	0.30	\$ 325.00/hr	\$ 97.50
03/23/2015	RGG	Correspondence to client regarding discussion of confidential/nonconfidential information (0.5); meeting with Lynnette Warman regarding preparation for conference call with client (0.5); prepare draft of "attorneys eyes only" confidentiality Agreement with committee counsel (0.6); Settlement production to committee (0.4); correspondence to client with confidentiality issues (0.4); Extended conference call with client regarding preparation for hearing, confidentiality issues, Berkeley, and Informage and liquidation analysis (1.3); analyze issues regarding responding to discovery requests (0.5)	4.20	\$ 325.00/hr	\$ 1,365.00
03/23/2015	LW	Telephone call with clients to discuss committee discovery requests; details of production and related issues.	0.80	\$ 400.00/hr	\$ 320.00
03/24/2015	LW	Exchange telephone calls and emails with counsel for the committee regarding the terms of the confidentiality order and the timing and scope of the production of documents.	0.40	\$ 400.00/hr	\$ 160.00

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03/25/2015	RGG	Prepare initial draft of motion to seal record to preserve confidentiality and research related thereto (1.9); review, revise and supplement confidentiality agreement with Jason Binford for attorneys eyes only production (0.4); correspondence to Jason Binford regarding same (0.1); strategy conference with Lynnette Warman regarding production (0.4); review, revise and supplement responses and objections to request for production (0.9); correspondence exchange with client regarding review of materials to be produced (0.3); finalize package of documents to be produced, execute confidentiality agreement, correspondence exchange with Jason Binford transmitting same (0.5); analyze issues regarding motion to seal to protect confidentiality (0.6); telephone conference with Jason Binford regarding documents produced and immediate issues (0.3); analyze issues regarding delivery of spreadsheet to committee counsel and affidavit of Jason Binford (0.5); Telephone conference with Howard Spector regarding proposed workout of agreed protective order and other pretrial issues (0.3) telephone conference with Howard Spector regarding continuation of same discussion (0.4); analyze issues regarding interaction of various factors (0.7); extended telephone conference with Jason Binford regarding preparation for hearing, scheduling of responses, production of documents, Jason Binford as witness and other related issues (0.9); coordinate email exchange regarding pretrial dates (0.3); coordinate approval of motion to seal record to preserve confidentiality (0.3); telephone conference with Lynnette Warman regarding recap and debriefing regarding daily issues (0.7)	9.10	\$ 325.00/hr	\$ 2,957.50
03/25/2015	LW	Review revised draft questions for witnesses and discuss same with U. Juneja.	0.70	\$ 400.00/hr	\$ 280.00
03/27/2015	LW	Monitor status of negotiations with Committee Counsel and AutoOpt. Analysis of issues on overall case going forward.	1.00	\$ 400.00/hr	\$ 400.00
03/27/2015	LW	Review potential resolution of motion to seal, and alternative solutions at hearing (.5); review AutoOpt's objection to confidentiality motion and GTL International's joinder (.5).	0.50	\$ 400.00/hr	\$ 200.00

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03/27/2015	LW	Analysis of questions to be asked of committee counsel, assuming he takes the stand Monday.	1.00	\$ 400.00/hr	\$ 400.00
03/29/2015	LW	Review debtor's exhibits and witness lists; exhibits submitted by committee and exhibits submitted by AutoOpt.	0.50	\$ 400.00/hr	\$ 200.00
03/30/2015	LW	Court Time: Prepare for and attend the hearing on the debtor's motion for a protective order and R2004 exam motion of AutoOpt; meet with U.Juneja and R.Kamat before and after to prepare for hearing and discuss the various agreement, outstanding issues and negotiate to a conclusion, subsequent meeting to discuss discovery requests from committee, identify potential dates, discuss next steps and other pending matters.	3.50	\$ 400.00/hr	\$ 1,400.00
03/30/2015	LW	Review emails and analyze remaining issues to be negotiated in confidentiality motion.	0.50	\$ 400.00/hr	\$ 200.00
03/30/2015	LW	Drive time	0.15	\$ 400.00/hr	\$ 60.00

Total Hours	61.55 hrs
Total Services	\$ 21,455.00
Total Amount	\$ 21,455.00

In Reference To: 03 - Committee Matters (Services)

Date	By	Services	Hours	Rates	Amount
03/06/2015	RGG	Internal analysis of issues regarding appointment of members of committee, selection of committee counsel and responding to inquiries of committee counsel	0.80	\$ 325.00/hr	\$ 260.00
03/09/2015	RGG	Conference call with committee counsel and L. Warman regarding background of case and structure for proceeding	0.60	\$ 325.00/hr	\$ 195.00
03/19/2015	RGG	Correspondence to client regarding production of documents to committee as attorneys eyes only	0.30	\$ 325.00/hr	\$ 97.50

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03/20/2015	RGG	Compile materials for production to committee (0.8); correspondence exchange with client regarding agreed protective order (0.3); Review and analyze intercompany transfers with affiliates (0.8); Telephone conference with Jason Binford regarding production of documents (0.8); continue work on compilation of materials (0.6); Strategy session regarding case resolution (1.7)	4.50	\$ 325.00/hr	\$ 1,462.50
03/23/2015	RGG	Telephone conference with Jason Binford regarding protected information received by committee and supplemental declaration (0.3)	0.30	\$ 325.00/hr	\$ 97.50
03/24/2015	RGG	Correspondence exchange with client regarding audited financials (0.3); correspondence exchange regarding document signed by Kunal Kapai (0.3); Prepare initial draft of witness and exhibit list (0.9); prepare questions for witness for Monday hearings (1.3); telephone conference with Jason Binford regarding committee response to monthly operating report, and negotiation of production (1.2); strategy session regarding issues relating to production and hearing on protective order (2.9)	5.90	\$ 325.00/hr	\$ 1,917.50

Total Hours	12.40 hrs
Total Services	\$ 4,030.00
Total Amount	\$ 4,030.00

In Reference To: 04 - Professionals Employment/Compensation (Services)					
Date	By	Services	Hours	Rates	Amount
03/10/2015	LW	Discussion with U.Juneja regarding special counsel employment issues; review draft employment agreement from S.Fleckman	0.50	\$ 400.00/hr	\$ 200.00
03/10/2015	RGG	Prepare initial draft of motion to approve employment of professionals in the ordinary course (1.5); correspondence with client regarding same (0.2)	1.70	\$ 325.00/hr	\$ 552.50

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03/11/2015	RGG	Finalize draft of motion to employ ordinary course professionals (0.6); transmit same to client for review (0.1); correspondence to United States trustee and counsel for the committee transmitting draft for review (0.2); Correspondence exchange with relevant parties regarding comments (0.3); coordinate filing and service of motion (0.5)	1.70	\$ 325.00/hr	\$ 552.50
03/26/2015	RGG	Correspondence exchange with client regarding financial advisor (0.2); analysis of issues regarding same and proposed advisors (0.4)	0.60	\$ 325.00/hr	\$ 195.00
03/31/2015	RGG	Correspondence to Jason Binford regarding responses to discovery relating to motion to hire ordinary course professionals (0.4); Correspondence to courtroom deputy regarding ordinary course professionals objection deadline (0.2); telephone conference with Shirley Rasco regarding same (0.3); revise agreed protective order to incorporate agreement (0.3); circulate among parties for approval (0.1); submit seem to Court and contact Shirley Rasco (0.1)	1.40	\$ 325.00/hr	\$ 455.00
03/31/2015	RGG	Research background on possible financial advisors (0.3); correspondence exchange with client regarding ordinary course professionals (0.2)	0.50	\$ 325.00/hr	\$ 162.50

Total Hours	6.40 hrs
Total Services	\$ 2,117.50
Total Amount	\$ 2,117.50

In Reference To: 05 - Business Operations (Services)					
Date	By	Services	Hours	Rates	Amount
03/04/2015	RGG	Telephone conference with auditor regarding questions regarding year-end financials for 2014 (0.5) telephone conference with Lynnette Warman regarding same (0.4)	0.90	\$ 325.00/hr	\$ 292.50
03/11/2015	RGG	Correspondence to WEX Bank regarding entry of order	0.30	\$ 325.00/hr	\$ 97.50

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03/12/2015	LW	Review financial information gathered by R.Kamat and related emails.	1.00	\$ 400.00/hr	\$ 400.00
03/12/2015	RGG	Telephone conference with WEX Bank regarding inconsistency of naming (0.3); Review and analyze rebranding letter from Wex Bank (0.2); correspondence to client regarding deposit (0.1)	0.60	\$ 325.00/hr	\$ 195.00
03/12/2015	RGG	Analysis of financial projections draft (0.5); office conference with representatives of client and of parent company regarding 2004 examination and strategy for resolution of case (1.5); analyze issues regarding strategy (0.5)	2.50	\$ 325.00/hr	\$ 812.50
03/25/2015	RGG	Research regarding KERP policies approval (0.3); correspondence to client regarding same (0.1)	0.40	\$ 325.00/hr	\$ 130.00

Total Hours	5.70 hrs
Total Services	\$ 1,927.50
Total Amount	\$ 1,927.50

In Reference To: 06 - Plan/Disclosure Statement/Confirmation (Services)

Date	By	Services	Hours	Rates	Amount
03/03/2015	RGG	Office conference with chief financial officer regarding outstanding matters (0.8); Office conferences at offices of client with chief executive officer, chief financial officer and representatives of parent company to discuss structure of workout (4.8)	5.60	\$ 325.00/hr	\$ 1,820.00
03/03/2015	RGG	Begin work on pro forma draft of plan outline	0.80	\$ 325.00/hr	\$ 260.00
03/12/2015	RGG	Analyze pro forma draft financial statement projections in connection with initial preparation of plan of relations; correspondence to file outlining notes	0.70	\$ 325.00/hr	\$ 227.50

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03/13/2015	RGG	At offices of client for meetings with chief executive officer and chief financial officer and L. Warman regarding strategy in case, financial projections and plan of reorganization (3.5)	3.50	\$ 325.00/hr	\$ 1,137.50
03/13/2015	LW	Meeting with clients to discuss various plan options.	3.50	\$ 400.00/hr	\$ 1,400.00
03/14/2015	LW	Analysis of various plan alternatives in light of input from committee and discussions with client.	2.40	\$ 400.00/hr	\$ 960.00
03/24/2015	RGG	Work on plan term sheet	0.80	\$ 325.00/hr	\$ 260.00
03/26/2015	RGG	Review, revise and supplement draft of plan term sheet (1.8); Correspondence exchange with client regarding core terms of plan (0.3)	2.10	\$ 325.00/hr	\$ 682.50

Total Hours 19.40 hrs
Total Services \$ 6,747.50
Total Amount \$ 6,747.50

In Reference To: 08 - Claims Administration (Services)					
Date	By	Services	Hours	Rates	Amount
03/02/2015	LW	Exchange communications with Mark Stout, counsel for Infomage re its request to be treated as a critical vendor.	0.30	\$ 400.00/hr	\$ 120.00
03/02/2015	RGG	Analyze issues regarding strategy regarding payment of Infomage claim	0.40	\$ 325.00/hr	\$ 130.00
03/04/2015	LW	Review and discuss Infomage demands for changed post petition payment terms with client representatives.	1.00	\$ 400.00/hr	\$ 400.00
03/05/2015	LW	Conference call with Infomage representatives and client representatives to continue to negotiate post petition terms.	1.00	\$ 400.00/hr	\$ 400.00
03/09/2015	LW	Preliminary review of Kapai's proof of claim (.5); telephone conference with client regarding same and strategy going forward. (.6)	1.10	\$ 400.00/hr	\$ 440.00

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03/10/2015	LW	Discussion with committee counsel regarding Kapai R2004 exam and potential mediation to resolve AutoOpt's claims; discuss same with client.	1.00	\$ 400.00/hr	\$ 400.00
03/10/2015	LW	Discussion with Kapai's attorney regarding extending answer date due to his trial schedule; discuss with client and notify counsel for Kapai of extension.	1.00	\$ 400.00/hr	\$ 400.00
03/11/2015	RGG	Telephone conference with chief financial officer regarding payment of Innov Source	0.30	\$ 325.00/hr	\$ 97.50
03/11/2015	LW	Continued negotiations to resolve concerns by Infomag concerning their claims and post petition operations.	1.00	\$ 400.00/hr	\$ 400.00
03/14/2015	LW	Telephone call with Mark Stout regarding Infomage request for court approval of a deposit and shortened payment terms and current status of the case; send follow up email to client regarding same and review response.	0.50	\$ 400.00/hr	\$ 200.00
03/15/2015	LW	Draft and circulate to client a proposed deposit agreement with Infomag and exchange emails re same (.7); circulate to Infomag counsel with accompanying letter (.5)..	1.20	\$ 400.00/hr	\$ 480.00
03/16/2015	RGG	Correspondence exchange with client and with auditors regarding filing of extensions for tax returns and status of payment of prepetition taxes (0.5); telephone conference with chief financial officer regarding clarification regarding same (0.4)	0.90	\$ 325.00/hr	\$ 292.50
03/16/2015	LW	Telephone call to discuss Kapai settlement proposal with clients (1.); exchange follow up emails with client (.5)	1.50	\$ 400.00/hr	\$ 600.00
03/16/2015	LW	Review and respond to emails from clients regarding requests by vendors for post-petition payments and procedure to determine filing and payment of various taxes.	0.70	\$ 400.00/hr	\$ 280.00
03/16/2015	LW	Review latest draft agreement sent by Infomage and discuss with client.	0.70	\$ 400.00/hr	\$ 280.00
03/17/2015	LW	Review updated draft agreement from Infomag counsel and discuss with client.	0.50	\$ 400.00/hr	\$ 200.00

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03/18/2015	LW	Exchange calls and emails with counsel for Infomag and the committee attempting to negotiate an agreed treatment of Infomag in an appropriate format; review issues with client.	2.00	\$ 400.00/hr	\$ 800.00
03/19/2015	RGG	Review and analyze purported transfers to parent identified by AutoOpt; correspondence to client requesting additional data regarding same	0.90	\$ 325.00/hr	\$ 292.50
03/19/2015	RGG	Correspondence exchange with lawsuit settlement attorney regarding payments/automatic stay/proof of claim	0.40	\$ 325.00/hr	\$ 130.00
03/19/2015	LW	Telephone call with client, Infomag client and counsel to negotiate acceptable resolution of their claim and contract issues.	0.50	\$ 400.00/hr	\$ 200.00
03/20/2015	LW	Telephone call with counsel for committee and Infomag concerning a resolution to their issues.	0.50	\$ 400.00/hr	\$ 200.00
03/24/2015	LW	Extensive review of documents relating to Kapai's claims and the debtor's claims against Kapai.	1.00	\$ 400.00/hr	\$ 400.00
03/27/2015	LW	Review Infomag proposed motion and order and discuss with client.	0.60	\$ 400.00/hr	\$ 240.00
03/27/2015	LW	Discussions with counsel for Infomage to resolve final issues of agreement; discuss with client as well.	0.40	\$ 400.00/hr	\$ 160.00
03/31/2015	RGG	Review and analyze Department of Labor audit request (0.3); telephone conference with Lynnette Warman regarding strategy regarding same; correspondence exchange with client regarding same	0.70	\$ 325.00/hr	\$ 227.50

Total Hours	20.10 hrs
Total Services	\$ 7,770.00
Total Amount	\$ 7,770.00

In Reference To: 09 - AutoOpt Litigation (Services)

Date	By	Services	Hours	Rates	Amount

Culhane Meadows PLLC

PO Box 49716
Atlanta, GA 30359
accounting@culhanemeadows.com



GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/02/2015	LW	Begin gathering documents and materials; and begin to review them in preparation for drafting R2004 exam motions of Kunal Kapai and Dipes Shah; (2.0); exchange emails with S.Fleckman regarding same (.5)	2.50	\$ 400.00/hr	\$ 1,000.00
03/04/2015	LW	Begin drafting R2004 exam (2.0); telephone conference with client representatives regarding background facts regarding same (.5)	2.50	\$ 400.00/hr	\$ 1,000.00
03/04/2015	LW	Research regarding AutoOpt corporate status; review prior discovery sent by GTL to AutoOpt; continue drafting AutoOpt R2004 exam motion.	2.00	\$ 400.00/hr	\$ 800.00
03/04/2015	LW	Telephone call with S.Fleckman and client representatives to discuss details concerning claims against AutoOpt and Kapai	0.70	\$ 400.00/hr	\$ 280.00
03/06/2015	LW	Begin to develop R2004 exam motion of AutoOpt; forward to Tim O'Neil. Forward to client.	3.00	\$ 400.00/hr	\$ 1,200.00
03/06/2015	LW	Telephone call with clients to discuss revisions and updates to R2004 exam motions of AutoOpt and Kapai.	1.00	\$ 400.00/hr	\$ 400.00
03/07/2015	LW	Review and revise R2004 exam motion in light of additional revisions and suggestions from clients.	1.00	\$ 400.00/hr	\$ 400.00
03/09/2015	RGG	Review, revise and supplement 2004 requests (0.4); research regarding sanctions motions in relation to 2004 motions (0.5); internal analysis of issues regarding same (0.6)	1.50	\$ 325.00/hr	\$ 487.50
03/09/2015	RGG	Research facts regarding violation of automatic stay by AutoOpt (0.5); strategy analysis regarding same (0.4)	0.90	\$ 325.00/hr	\$ 292.50
03/09/2015	LW	Continued work on text and exhibits for R2004 motion of AutoOpt.	3.00	\$ 400.00/hr	\$ 1,200.00
03/10/2015	LW	Draft order granting R2004 exam motion for AutoOpt. Circulate same to client.	1.00	\$ 400.00/hr	\$ 400.00
03/10/2015	RGG	Review and analyze draft of motion for 2004 examination of former officer (0.3); strategy analysis of same, other case strategy issues and resolution of AutoOpt claims (0.8)	1.10	\$ 325.00/hr	\$ 357.50

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GTL (USA), Inc. - Debtor in Possession

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/11/2015	LW	Discussions with client regarding committee's request to attempt a mediation with AutoOpt and issues related thereto.	1.00	\$ 400.00/hr	\$ 400.00
03/11/2015	LW	Continued discussions with the committee and clients regarding timing of potential mediation, parameters of mediation proposed by AutoOpt and related issues.	1.00	\$ 400.00/hr	\$ 400.00
03/11/2015	LW	Circulate draft order regarding R2004 exam of D.Shah; make requested revisions; telephone call with H.Spector regarding issues; upload order to the ecf and email information regarding order to S.Rascoe.	1.00	\$ 400.00/hr	\$ 400.00
03/11/2015	LW	Draft discovery requests to be attached to R2004 exam motion of Dipesh Shah	1.00	\$ 400.00/hr	\$ 400.00
03/12/2015	LW	Discuss R2004 motion revisions with client representatives; review and revise same; add additional exhibits to same; review and revise request for production and proposed order; exchange emails with client to obtain additional exhibits. Review various documents from litigation file regarding factual recitation.	4.00	\$ 400.00/hr	\$ 1,600.00
03/13/2015	LW	Obtain and review last of the exhibits to be attached; Review, revise, finalize file and serve the R2004 exam motion, exhibits and proposed order regarding Dipesh Shah	3.50	\$ 400.00/hr	\$ 1,400.00
03/13/2015	LW	Discuss litigation issues and potential mediation terms with H.Spectre and others.	0.20	\$ 400.00/hr	\$ 80.00
03/14/2015	LW	Review filed R2004 motion for examination and exhibits, transmit with cover letter to client.	0.50	\$ 400.00/hr	\$ 200.00
03/18/2015	RGG	Attempted telephone conference with asset purchaser	0.20	\$ 325.00/hr	\$ 65.00
03/18/2015	LW	Review spreadsheet of purported insider transfers emailed to me by counsel for AutoOpt in violation of J.Fitzwater's confidentiality order; discuss same with client and client's former counsel.	2.00	\$ 400.00/hr	\$ 800.00
03/19/2015	LW	Comparison of client records to summary of purported insider transfers provided by AutoOpt in violation of the Fitzwater confidentiality agreement.	0.50	\$ 400.00/hr	\$ 200.00

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/24/2015	LW	Review draft exhibit list, witness list and potential questions for witnesses prepared by R.Grant and provide comments.	1.00	\$ 400.00/hr	\$ 400.00
03/25/2015	LW	Review documents emailed to me by Dipesh Shah as support of his objection to the R2004 exam motion; circulate to team.	0.60	\$ 400.00/hr	\$ 240.00
03/26/2015	RGG	Correspondence exchange with Jason Binford regarding status of Howard Spector response (0.2); review and analyze proposal by Howard Spector (0.1); analyze issues regarding proposal and proposed counter offer (0.8); review revised settlement draft of counteroffer (0.5); transmit same for approval (0.1); telephone conference with Jason Binford regarding preparation for hearing (0.6); Analyze issues regarding preparation for Monday hearing (0.9); Telephone conference with Jason Binford regarding his analysis of documents produced and permission to share with committee members (1.0)	4.20	\$ 325.00/hr	\$ 1,365.00
03/26/2015	LW	Read and analyze cases filed by AutoOpt in support of their objection.	1.00	\$ 400.00/hr	\$ 400.00

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GTL (USA), Inc. - Debtor in Possession

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/27/2015	RGG	Consideration and analysis of proposed agreement on Protective Order language with AutoOpt (0.5); correspondence to client regarding same (0.1); review, revise and supplement draft of paragraph 12 to incorporate proposed counteroffer (0.4); correspondence to committee counsel extending objection deadline (0.1); correspondence to committee counsel regarding confidentiality of confidentiality agreement (0.2); continue to work on preparation of exhibits for hearing (2.7); prepare list of inquiries to counsel for Committee regarding prohibited disclosure of confidential information to Committee (0.5); review and analyze same (0.4); review, revise and supplement proposed witness and exhibit list (0.5); memorandum to Lynnette Warman regarding proposed witness and exhibit list (0.1); coordinate location of regarding needed exhibits (0.5); Attempt to communicate with California counsel regarding purchase of assets (0.3); correspondence to Howard Spector regarding proposal (0.3); analyze issues regarding response of Howard Spector to proposed settlement with AutoOpt on confidentiality (1.0); Telephone conference with Howard Spector regarding objection to motion to seal and details regarding settlement offer (0.4); review revise and supplement draft of revisions to paragraph 12 (0.4); transmit same to Howard Spector (0.1); Finalize and coordinate filing of witness and exhibit list (0.4); transmit exhibits to other parties (0.3); finalize, file and coordinate service of motion to seal (0.5); Correspondence to court deputy regarding procedure regarding same (0.2); Review Jason Binford responses to inquiries (0.3); analyze issues regarding same (0.5); telephone conference with Jason Binford regarding same (0.5); Review and analyze witness and exhibit list file by other parties; review and analyze responses of other parties (1.0); telephone conference with Michelle Shiro regarding preparation for hearing (0.5)	10.10	\$ 325.00/hr	\$ 3,282.50
03/27/2015	LW	Begin to develop argument to be presented at R2004 hearing of AutoOpt.	1.00	\$ 400.00/hr	\$ 400.00

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

03/29/2015	RGG	Prepare cross examination questions for Dipesh Shah and Kunal Kapai (1.9); Coordinate preparation of exhibit binders (0.3); prepare for conference call with client regarding preparation for hearing (0.8); extended telephone conference with client representatives regarding preparation for hearing (2.1); continue preparation for hearing (0.4)	5.50	\$ 325.00/hr	\$ 1,787.50
03/29/2015	LW	Telephone call with potential witnesses to prepare for hearing on R2004 motion; review and revise potential questions; final review of AutoOpt cases; revise and finalize argument on behalf of debtor; review finalized exhibit book and finalize materials to bring to the hearing.	5.00	\$ 400.00/hr	\$ 2,000.00
03/30/2015	RGG	Prepare for hearing on protective order including preparation of argument outline (2.9); telephone conference with Shirley Rasco regarding procedure with respect to motion to seal (0.3); office conference with client regarding preparation for hearing (1.4); attend hearing (0.6); office conference with counsel regarding debriefing (0.4); office conference with client regarding same and regarding production of documents (0.5)	6.10	\$ 325.00/hr	\$ 1,982.50

Total Hours	69.60 hrs
Total Services	\$ 25,620.00
Total Amount	\$ 25,620.00

In Reference To: 10 - Chapter 5 Actions (Services)					
Date	By	Services	Hours	Rates	Amount
03/14/2015	LW	Summarize call with Kunal Kapai's attorney regarding pending matters and discuss strategy going forward.	0.50	\$ 400.00/hr	\$ 200.00
03/20/2015	RGG	Research regarding collection of assets from parent	0.50	\$ 325.00/hr	\$ 162.50

Total Hours	1.00 hrs
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5200 Tennyson Parkway, Suite 200
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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Total Services \$ 362.50
Total Amount \$ 362.50

In Reference To: 12 - Expenses (Expenses)			
Date	By	Expenses	Amount
03/03/2015	RGG	Printing/Copying: Service of Motion regarding Secured Credit Financing	\$ 61.03
03/06/2015	RGG	Filing Fee: Filing Fee - Adding Creditors to Matrix	\$ 30.00
03/06/2015	RGG	Printing/Copying: Mailout - Supplemental Notice of Case	\$ 207.20
03/11/2015	RGG	Printing/Copying: Outside Photocopy and Assembly - Service of Order regarding First Day Hearings	\$ 96.93
03/12/2015	RGG	Printing/Copying: Outside Photocopy and Assembly - Service of Ordinary Course Professionals Motion (Inv. 46043)	\$ 53.51
03/30/2015	RGG	Printing/Copying: Outside Photocopy and Assembly - Exhibit Binders for Protective Order Hearing (Inv. 46586)	\$ 348.44

Total Expenses \$ 797.11
Total Amount \$ 797.11

Total Hours	281.35 hrs
Total Services	\$ 102,282.50
Total Expenses	\$ 797.11
Total Invoice Amount	\$ 103,079.61
Previous Balance	\$ 45,111.62
Balance (Amount Due)	\$ 148,191.23

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Receipts:

Date: 3/6/2015 12:00:00 AM

Expense Type: Printing/Copying

Description: Mailout - Supplemental Notice of Case

3/9/2015

Invoice



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INVOICE

Date	Invoice #
3/6/2015	46279

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Bill To	Job #: EDT_046279			
	Client Ref. #	Terms	Rep	Ordered By
Richard Grant Culhane Meadows PLLC 100 Crescent Court Suite 700 Dallas, TX 75201	Mailout GTL 3-2-15	Net 30	TR	Richard Grant
Description	Qty	Rate	Amount	
REPRO:Mail-out	362	\$0.100	\$36.20T	
MISC:MAIL-Creditor	181	\$0.350	\$63.35T	
POSTAGE:Postage	176	\$0.480	\$84.48	
MISC:MAIL-International Postage	11	\$1.360	\$14.96	
GTL – Supplemental Notice of Case 3-5-15*				
<small>Please be advised that the person or entity indicated in the address block of this invoice (i.e., you) is solely responsible for any and all payments herein referenced, irrespective of whether such amounts are ultimately posted to the account of your client or other third party. Dispute of charges: Client must dispute charges within 10 days of invoice date. Client agrees that failure to dispute charges within 10 days of invoice date will result in forfeiture of Client's right to dispute and will render Client liable for total amount as invoiced.</small>				

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GTL (USA), Inc. - Debtor in Possession

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

A 5% late fee will be applied to any invoice over 30 days past due.

We accept VISA, Mastercard, and AMEX.

Customer Signature:

Date:

Subtotal:	\$198.99
Sales Tax (0.0825):	\$8.21
Total:	\$207.20

Tax ID Number:
33-1029748

400 N. Saint Paul St., Suite 1300, Dallas, TX 75201. 214-698-5199

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Date: 3/3/2015 12:00:00 AM

Expense Type: Printing/Copying

Description: Service of Motion regarding Secured Credit Financing

3/9/2015

Invoice



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INVOICE

Date	Invoice #
3/3/2015	46224

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Bill To	Job #: EDT_046224			
	Client Ref. #	Terms	Rep	Ordered By
Richard Grant Culhane Meadows PLLC 100 Crescent Court Suite 700 Dallas, TX 75201	Mailout GTL 3-2-15	Net 30	TR	Richard Grant
Description	Qty	Rate	Amount	
REPRO:Mail-out	185	\$0.100	\$18.50T	
MISC:MAIL-Creditor	37	\$0.350	\$12.95T	
POSTAGE:Postage	36	\$0.690	\$24.84	
MISC:MAIL-International Postage	1	\$2.150	\$2.15	
GTL – Secured Credit Financing				
<small>Please be advised that the person or entity indicated in the address block of this invoice (i.e., you) shall be responsible for any and all payments herein referenced, irrespective of whether such amounts are ultimately posted to the account of your client or other third party. Dispute of charges: Client must dispute charges within 10 days of invoice date. Client agrees that failure to dispute charges within 10 days of invoice date will result in forfeiture of Client's right to dispute and will render Client liable for total amount as invoiced.</small>				
<small>A 5% late fee will be applied to any invoice over 30 days past due.</small>				

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GTL (USA), Inc. - Debtor in Possession

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Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

We accept VISA, Mastercard, and AMEX.	Subtotal:	\$58.44
	Sales Tax (0.0825):	\$2.59
<i>Customer Signature:</i>	Date:	Total: \$61.03

Tax ID Number:
33-1029748

400 N. Saint Paul St., Suite 1300, Dallas, TX 75201. 214-698-5199

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Date: 3/11/2015 12:00:00 AM

Expense Type: Printing/Copying

Description: Outside Photocopy and Assembly - Service of Order regarding First Day Hearings

Invoice

Page 1 of 1



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INVOICE

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Date	Invoice #
2/11/2015	45991

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Bill To		Job #: EDT_045991		
		Client Ref. #	Terms	Rep
Richard Grant Culhane Meadows PLLC 100 Crescent Court Suite 700 Dallas, TX 75201		GTL-First Day Pleadings	Net 30	TR
				Richard Grant
Description		Qty	Rate	Amount
REPRO: Mail-out		540	\$0.100	\$54.00T
MISC: MAIL-Creditor		36	\$0.350	\$12.60T
POSTAGE: Postage		36	\$0.890	\$24.84
GTL - First Day Pleadings 15-40248 (8)Order on Request for Emergency Hearing				
<p>Please be advised that the person or entity indicated in the address block of this invoice (i.e. you) is solely responsible for any and all payments herein referenced, irrespective of whether such amounts are ultimately posted to the account of your client or other third party. Dispute of Charges: Client must dispute charges within 10 days of invoice date. Client agrees that failure to dispute charges within 10 days of invoice date will result in forfeiture of Client's right to dispute and will render Client liable for total amount as invoiced.</p>				
A 5% late fee will be applied to any invoice over 30 days past due.				
		Subtotal:	\$91.44	
We accept VISA, Mastercard, and AMEX.				

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GTL (USA), Inc. - Debtor in Possession

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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

	Sales Tax(0.0825):	\$5.49
Customer Signature:	Date:	Total: \$96.93

Tax ID Number:
33-1029748

400 N. Saint Paul St., Suite 1300, Dallas, TX 75201. 214-698-5199

<https://pts.doculogix.com/pts/invoice/auto/invoice.asp?id=402299>

2/19/2015

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5200 Tennyson Parkway, Suite 200
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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Date: 3/30/2015 12:00:00 AM

Expense Type: Printing/Copying

Description: Outside Photocopy and Assembly - Exhibit Binders for Protective Order Hearing (Inv. 46586)

Invoice

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Date	Invoice #
3/30/2015	46586

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Bill To	Job #: EDT_046586			
Richard Grant Culhane Meadows PLLC 100 Crescent Court Suite 700 Dallas, TX 75201	Client Ref. #	Terms	Rep	Ordered By
	GTL Exhibit Binder	Net 30	TR	Richard Grant
Description	Qty	Rate	Amount	
BLOWBACKS:8.5 X 11 [B&W] Prints	1836	\$0.080	\$146.88T	
BINDING:GBC	6	\$2.500	\$15.00T	
PROJECT MANAGEMENT:Project Management Download docs from client email and prepare for printing (3/29/2015 7:36:07 AM - 3/29/2015 7:45:07 AM)	0.2	\$100.000	\$20.00T	
MISC:Delivery	1	\$140.000	\$140.00T	
<p>Please be advised that the person or entity indicated in the address block of this invoice (i.e. you) is solely responsible for any and all payments herein referenced, irrespective of whether such amounts are ultimately posted to the account of your client or other third party. Dispute of Charges: Client must dispute charges within 10 days of invoice date. Client agrees that failure to dispute charges within 10 days of invoice date will result in forfeiture of Client's right to dispute and will render Client liable for total amount as invoiced.</p>				
<p>A 5% late fee will be applied to any invoice over 30 days past due.</p>				
		Subtotal:	\$321.88	
<p>We accept VISA, Mastercard, and AMEX.</p>				

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

	Sales Tax(.0825):	\$26.56
Customer Signature:	Date:	Total: \$348.44

Tax ID Number:
33-1029748

400 N. Saint Paul St., Suite 1300, Dallas, TX 75201. 214-698-5199

<https://pts.doculogix.com/pts/invoice/auto/invoice.asp?id=414745>

4/1/2015

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5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Date: 3/12/2015 12:00:00 AM

Expense Type: Printing/Copying

Description: Outside Photocopy and Assembly - Service of Ordinary Course Professionals Motion (Inv. 46043)

Invoice

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INVOICE

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Date	Invoice #
3/12/2015	46403

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Bill To		Job #: EDT_046403		
Client Ref. #		Terms	Rep	Ordered By
GTL 3-11-15		Net 30	TR	Richard Grant
Description		Qty	Rate	Amount
REPRO: Mail-out		185	\$0.100	\$18.50T
MISC: MAIL-Creditor		37	\$0.350	\$12.95T
POSTAGE: Postage		36	\$0.480	\$17.28
MISC: MAIL-International Postage		1	\$2.190	\$2.19
GTL – Ordinary Course Professionals"				
<p>Please be advised that the person or entity indicated in the address block of this invoice (i.e. you) is solely responsible for any and all payments herein referenced, irrespective of whether such amounts are ultimately posted to the account of your client or other third party. Dispute of Charges: Client must dispute charges within 10 days of invoice date. Client agrees that failure to dispute charges within 10 days of invoice date will result in forfeiture of Client's right to dispute and will render Client liable for total amount as invoiced.</p>				
A 5% late fee will be applied to any invoice over 30 days past due.				
		Subtotal:	\$50.92	
We accept VISA, Mastercard, and AMEX.				

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

	Sales Tax(0.0825):	\$2.59
Customer Signature:	Date:	Total: \$53.51

Tax ID Number:
33-1029748

400 N. Saint Paul St., Suite 1300, Dallas, TX 75201. 214-698-5199

<https://pts.doculogix.com/pts/invoice/auto/invoice.asp?id=410780>

4/1/2015

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

Trust Account Summary

Billing Period: 03/01/2015 - 04/23/2015

Client: GTL (USA), Inc. - Debtor in Possession General Matter Trust				
Total Deposits		Total Disbursements		Current Balance
\$44,108.00		\$0.00		\$44,108.00
Date	Transaction	Deposit	Disbursement	Balance
03/11/2015	Received From-GTL (USA), Inc. - Debtor in Possession	\$44,108.00		\$44,108.00

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
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Invoice Date	Invoice Number
04/23/2015	25096
Terms	Service Through
Net 30	03/31/2015

User Hours Summary

Billing Period: 03/01/2015 - 03/31/2015

User Hour Totals				
User	Hours Billed	Rate/Hour	Amount Billed	
Robert Dremluk	1.70	\$525.0000	\$892.50	
Lynnette Warman	140.05	\$400.0000	\$56,020.00	
Richard G Grant	137.10	\$325.0000	\$44,557.50	
Cheryl Diaz	2.50	\$325.0000	\$812.50	

Please remit payments via check to:
Culhane, Meadows, Haughian & Walsh, PLLC
P.O. Box 49716
Atlanta, GA 30359

Please remit electronic payments to:

Culhane, Meadows. Haughian & Walsh, PLLC
Routing/ABA# is: 111000614
Operating Account number is: 703239066
International SWIFT Code (Chase Bank): CHASUS33
JPMorgan Chase Bank, N.A. (201)
2051 Long Prairie Rd.
Flower Mound, TX 75022

Culhane Meadows PLLC

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GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
05/12/2015	25387
Terms	Service Through
Net 30	04/30/2015

In Reference To: 01 - Case Administration (Services)					
Date	By	Services	Hours	Rates	Amount
04/03/2015	LW	Discussions with committee counsel by email about hiring a financial adviser for the committee and the debtor.	0.50	\$ 400.00/hr	\$ 200.00
04/06/2015	LW	Discussions with Dawn Ragan regarding serving as financial adviser in the case and attending interview with Urmeet Juneja.	0.50	\$ 400.00/hr	\$ 200.00
04/07/2015	RGG	Correspondence exchange regarding sealing of records to be utilized at hearing (0.3)	0.30	\$ 325.00/hr	\$ 97.50
04/07/2015	LW	Telephone call with J.Binford to discuss resolution of Infomage and the committee's choice for financial adviser.	0.30	\$ 400.00/hr	\$ 120.00
04/08/2015	RGG	Telephone conference with chief financial officer regarding status of March reports (0.3); Analyze issues regarding proposed financial advisor (0.5); Research issues regarding 2004 examination (0.8); correspondence to file regarding same (0.3); extended strategy session in preparation for hearings and concerns regarding proposed financial advisor (1.1); research background of proposed financial advisor (2.5); Correspondence exchange with Jason Binford regarding objections to financial advisor and potential effect on case (0.9)	6.40	\$ 325.00/hr	\$ 2,080.00
04/08/2015	LW	Prepare for and interview Richard Feferman, the committee choice for financial adviser and exchange emails with committee counsel regarding same.	0.80	\$ 400.00/hr	\$ 320.00
04/08/2015	LW	Numerous exchanges with committee counsel regarding document production.	1.00	\$ 400.00/hr	\$ 400.00
04/08/2015	LW	Review committee's motion to compel, witness and exhibit list in support thereof and discuss potential resolution options with R.Grant.	1.00	\$ 400.00/hr	\$ 400.00
04/09/2015	LW	Review employee payment issues.	0.30	\$ 400.00/hr	\$ 120.00
04/09/2015	LW	Attend debtor's interview of Dawn Ragan (Bridgeport Consulting) as financial adviser for the committee.	1.50	\$ 400.00/hr	\$ 600.00

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04/09/2015	LW	Background research on financial adviser selected by the committee.	1.00	\$ 400.00/hr	\$ 400.00
04/10/2015	LW	Continued review of information relating to Richard Feferman's background and expenses issues in role of committee financial adviser.	0.80	\$ 400.00/hr	\$ 320.00
04/10/2015	LW	Review draft recategorizations of documents in response to committee's motion to compel.	0.20	\$ 400.00/hr	\$ 80.00
04/10/2015	LW	Review and respond to various issues regarding the employment of Dawn Ragan, her initial review of the financial status of the company and the interview to take place of the debtor by the committee's financial adviser.	0.60	\$ 400.00/hr	\$ 240.00
04/10/2015	LW	Email exchanges among client reps, D.Ragan and R.Grant to assist D.Ragan getting the information she needs and to prepare for the upcoming committee interview of clients and D.Ragan.	0.30	\$ 400.00/hr	\$ 120.00
04/10/2015	LW	Discussions with counsel for the committee regarding document production issues.	0.70	\$ 400.00/hr	\$ 280.00
04/12/2015	LW	Exchange emails with D.Ragan regarding various issues in the case in preparation of her meeting with the committee financial adviser.	0.20	\$ 400.00/hr	\$ 80.00
04/12/2015	LW	Brief review of D.Ragan's employment application.	0.20	\$ 400.00/hr	\$ 80.00
04/13/2015	RGG	Prepare and coordinate filing Debtor's witness list in connection with secured credit funding and exchange exhibits	1.50	\$ 325.00/hr	\$ 487.50
04/13/2015	LW	Review pending matters to be addressed this week, including financial reviews by debtor and committee financial advisers and preparation for same (1.)	0.70	\$ 400.00/hr	\$ 280.00
04/13/2015	LW	Telephone call with client representatives and D.Ragan regarding upcoming interview and strategy going forward on financial review.	1.20	\$ 400.00/hr	\$ 480.00

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04/13/2015	LW	Conference call with R.Grant and clients to discuss financial adviser information requests and pending interview preparations, as well as confidentiality issues.	0.60	\$ 400.00/hr	\$ 240.00
04/13/2015	LW	Review and analysis of our witness and exhibit list as well as the committee's witness and exhibit list in preparation for the April 16, 2015 hearing.	1.00	\$ 400.00/hr	\$ 400.00
04/13/2015	LW	Respond to D.Ragan's questions about Canadian affiliate and impact on bankruptcy filing.	0.20	\$ 400.00/hr	\$ 80.00
04/15/2015	RGG	Telephone conference with Howard Spector regarding settlement of hearing matters (0.3); correspondence regarding same (0.2)	0.50	\$ 325.00/hr	\$ 162.50
04/15/2015	LW	Review emails regarding hearing scheduled April 16, 2016.	0.20	\$ 400.00/hr	\$ 80.00
04/16/2015	RGG	Telephone conference with Lynnette Warman regarding preparation for hearing (0.5); prepare for and attend hearing on motion for secure credit financing (2.5); Review, revise and supplement draft of order regarding 2004 examination of AutoOpt (0.5); analyze case issues (0.5); at offices of client for meeting with representative and financial advisors regarding restructuring proposals (2.2); telephone conference with Lynnette Warman regarding same (0.4)	6.60	\$ 325.00/hr	\$ 2,145.00
04/16/2015	LW	Preliminary conversations with S.Fleckman and U.Juneja regarding potential claims against third parties.	0.30	\$ 400.00/hr	\$ 120.00
04/17/2015	RGG	Exchange with client regarding US Trustee fees (0.2)	0.20	\$ 325.00/hr	\$ 65.00
04/18/2015	RGG	Correspondence exchange regarding documents previously produced to committee (0.3); Telephone conference with Lynnette Warman regarding same (0.3)	0.60	\$ 325.00/hr	\$ 195.00
04/19/2015	RGG	Correspondence exchange with debtor financial advisor regarding monthly operating report (0.2); telephone conference correspondence exchange with Lynnette Warman regarding Monday hearings (0.2)	0.40	\$ 325.00/hr	\$ 130.00

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04/20/2015	RGG	Telephone conference with client (0.6); Telephone conference with Jason Binford regarding case issues (0.4); Telephone conference with Lynnette Warman regarding case issues (0.3); Telephone conference with Howard Spector regarding case issues and logistics (0.2)	1.50	\$ 325.00/hr	\$ 487.50
04/20/2015	RGG	Review and analyze draft joint defense agreement (0.5); telephone conference with Cheryl Diaz regarding same (0.6)	1.10	\$ 325.00/hr	\$ 357.50
04/27/2015	LW	Review pending matters; assign staff to various matters; calendar pending events.	0.50	\$ 400.00/hr	\$ 200.00
04/28/2015	RGG	Telephone conference with financial advisor regarding analysis of facility agreement (0.5); Telephone conference with auditor regarding finalization of audit (0.3); Correspondence exchange with client regarding payment of ordinary course professionals (0.4)	1.20	\$ 325.00/hr	\$ 390.00
04/30/2015	RGG	Review, revise and supplement notes to audit regarding effect of bankruptcy filing (0.4); Telephone conference with Lynnette Warman (0.3)	0.70	\$ 325.00/hr	\$ 227.50

Total Hours 35.60 hrs
Total Services \$ 12,665.00
Total Amount \$ 12,665.00

In Reference To: 03 - Committee Matters (Services)

Date	By	Services	Hours	Rates	Amount

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04/02/2015	RGG	Correspondence to client outlining injunctive provisions of protective order (0.3); correspondence to client regarding deposition communication to Jason Binford (0.3); telephone conference with Jason Binford regarding production of documents, and for March, 2004 examinations and other case issues (1.0); Analyze issues relating to same (0.9); Telephone conference with Jason Binford after committee meeting regarding updated status on committee positions on various issues (0.5) telephone conference with Lynnette Warman regarding same (0.3); prepare, redact, designate as confidential, and produce second set of production to Committee (1.3); Prepare and file notice of hearing regarding outstanding matters (0.4)	5.00	\$ 325.00/hr	\$ 1,625.00
04/03/2015	RGG	Correspondence to Jason Binford responding to email regarding production of documents	0.70	\$ 325.00/hr	\$ 227.50
04/04/2015	RGG	Prepare third production of documents to committee	1.70	\$ 325.00/hr	\$ 552.50
04/06/2015	RGG	Communication to Lynnette Warman regarding volunteering of production to committee counsel and financial advisor (0.2); Extended telephone conference with Jason Binford regarding Informage, production of documents, financial advisor and other into related issues (0.9); strategy analysis regarding same in preparation for weekly hearings (1.5); Preparation of witness and exhibit list for Thursday hearings (0.4); preparation of amended notice of hearings (0.3)	4.30	\$ 325.00/hr	\$ 1,397.50
04/07/2015	RGG	Telephone conference with Jason Binford (0.6); telephone conference with Lynnette Warman regarding same (0.5)	1.10	\$ 325.00/hr	\$ 357.50

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04/09/2015	RGG	Prepare exhibits for hearing on Motion to compel (0.8); research regarding proposed financial advisor (0.4); telephone conference with L. Warman regarding final strategy decisions for upcoming hearings (0.7); review, revise and supplement order regarding motion to compel (0.7); telephone conference with Jason Binford regarding settlement of same (0.8); analyze issues regarding same (0.3); Telephone conference with client regarding amendment to classification of confidentiality and proposed settlement with AutoOpt (0.3); review revise and supplement draft of order on motion to compel (0.3); transmit same to Jason Binford; telephone conference with Jason Binford (0.3); prepare for hearing on motion to compel (0.8); office conference with client and L. Warman in preparation for hearing (0.6); work session with Jason Binford regarding finalization of order on motion to compel; attend hearing on motion to compel and motion for 2004 examination (0.9); office conference with client and L. Warman regarding settlement with AutoOpt in relation to 2004 examination (1.0)	9.90	\$ 325.00/hr	\$ 3,217.50
04/11/2015	RGG	Analyze issues in preparation for meeting with Committee Financial Advisor	0.80	\$ 325.00/hr	\$ 260.00
04/13/2015	RGG	Telephone conference with Jason Binford regarding call with committee financial advisors (0.3); conference with counsel for committee and committee financial advisor (0.9); Telephone conference with debtor representatives and debtor financial advisors regarding responding to and preparing for meeting with committee financial advisor (1.5)	2.70	\$ 325.00/hr	\$ 877.50
04/14/2015	RGG	Prepare for meeting at offices of client with committee counsel and committee financial advisor, as well as debtor financial advisor including meeting with client and debtor financial advisors (1.7); attend information disclosure/work session with same (5.6); Debriefing conference with client and debtor financial advisors (0.5) debriefing and analysis conference with Lynnette Warman regarding events (0.4)	8.10	\$ 325.00/hr	\$ 2,632.50
04/14/2015	RGG	Produce fourth set of document productions to committee following entry of order on motion to compel	0.90	\$ 325.00/hr	\$ 292.50

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04/15/2015	RGG	Prepare fifth document production in connection with previous meeting with representatives of debtor, debtor financial advisors, committee and committee financial advisors (0.9); correspondence exchange among debtor professionals regarding financials available to committee financial advisor (0.3)	1.20	\$ 325.00/hr	\$ 390.00
04/15/2015	LW	Analysis of issues raised by the committee concerning documents produced and categorized under the confidentiality agreement.	0.50	\$ 400.00/hr	\$ 200.00
04/20/2015	RGG	Telephone conference with Jason Binford regarding production (0.4); follow up regarding same (0.4)	0.80	\$ 325.00/hr	\$ 260.00
04/21/2015	RGG	Telephone conference with Jason Binford (0.3); correspondence to professionals regarding same (0.2); Review and analyze response of financial advisor to Committee and repair document production attachment (0.7)	1.20	\$ 325.00/hr	\$ 390.00
04/28/2015	RGG	Correspondence exchange with Jason Binford regarding scheduling of Monday meeting regarding liquidation analysis and projections	0.30	\$ 325.00/hr	\$ 97.50

Total Hours	39.20 hrs
Total Services	\$ 12,777.50
Total Amount	\$ 12,777.50

In Reference To: 04 - Professionals Employment/Compensation (Services)

Date	By	Services	Hours	Rates	Amount
04/02/2015	RGG	Correspondence to court regarding status of intern compensation procedures motion	0.10	\$ 325.00/hr	\$ 32.50
04/07/2015	RGG	Correspondence to client regarding court pleadings (0.2); analyze issues regarding proposed financial advisor (1.8)	2.00	\$ 325.00/hr	\$ 650.00

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04/13/2015	RGG	Correspondence exchange with debtorprofessionals regarding filing of fee applications (0.4)	0.40	\$ 325.00/hr	\$ 130.00
04/15/2015	RGG	Finalize and coordinate filing of application to employ Bridgepoint Consulting as Debtor financial advisors (1.5)	1.50	\$ 325.00/hr	\$ 487.50
04/17/2015	RGG	Review, revise and supplement order regarding employment of ordinary course professionals (0.4); correspondence to Jason Binford regarding same (0.2); finalize and coordinate filing of same (0.3); review, revise and supplement sua sponte amended order to approve compensation procedures (0.5); correspondence to parties regarding comments (0.3); coordinate filing of same (0.1)	1.70	\$ 325.00/hr	\$ 552.50
04/20/2015	RGG	Finalizing court filing of order regarding professionals; talk with Jason Binford regarding same	0.60	\$ 325.00/hr	\$ 195.00
04/23/2015	RGG	Prepare, revise, review and Supplement Notice of Fees and Expenses for February 2015 (0.6); prepare same for March, 2015 (0.5); coordinate filing and service of the notices for February and March 2015 (0.4); correspondence exchange with chief financial officer officer regarding payment of ordinary course professionals and obtaining affidavit and questionnaires (0.3)	1.80	\$ 325.00/hr	\$ 585.00
04/24/2015	RGG	Prepare ordinary course professional affidavit and questionnaire for chief financial officer usage (0.3); correspondence regarding same (0.1)	0.40	\$ 325.00/hr	\$ 130.00
04/27/2015	RGG	Correspondence exchange with debtor and professionals regarding obtaining W9 forms	0.30	\$ 325.00/hr	\$ 97.50
04/28/2015	RGG	Correspondence exchange with chief financial officer regarding payment of professional fees and explanation regarding same	0.50	\$ 325.00/hr	\$ 162.50
04/28/2015	RGG	Prepare and file declarations and questionnaires of ordinary course professionals (0.5); correspondence to client regarding specific procedures regarding payment of ordinary course professionals (0.3)	0.80	\$ 325.00/hr	\$ 260.00
04/30/2015	JR	telephone conversation with L Warman regarding executive claim for unpaid bonus	0.20	\$ 300.00/hr	\$ 60.00

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Total Hours	10.30 hrs
Total Services	\$ 3,342.50
Total Amount	\$ 3,342.50

In Reference To: 05 - Business Operations (Services)					
Date	By	Services	Hours	Rates	Amount
04/02/2015	RGG	Review correspondence from client regarding TRS RenTelco (0.2); telephone conference with James Holt at the TRS RenTelco regarding reestablishment of shipment of goods to debtor (0.3)	0.50	\$ 325.00/hr	\$ 162.50
04/02/2015	RGG	Telephone conference with Lynnette Warman regarding status of Informage motion (0.4); review and analyze proposed revised settlement order (0.2); telephone conference with Jason Binford regarding committee position on same (0.3)	1.00	\$ 325.00/hr	\$ 325.00
04/24/2015	RGG	Correspondence exchange with client regarding TRS Rentelco (0.3); Correspondence exchange with chief financial officer regarding VAR Resources (0.3)	0.60	\$ 325.00/hr	\$ 195.00
04/28/2015	RGG	Telephone conference with TRS Rentelco regarding purchase of equipment; correspondence exchange with client regarding same	0.50	\$ 325.00/hr	\$ 162.50

Total Hours	2.60 hrs
Total Services	\$ 845.00
Total Amount	\$ 845.00

In Reference To: 06 - Plan/Disclosure Statement/Confirmation (Services)					
Date	By	Services	Hours	Rates	Amount

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04/03/2015	RGG	At offices of client for extended strategy conference regarding all outstanding issues (5.5); Debriefing conference with Lynnette Warman (0.4)	5.90	\$ 325.00/hr	\$ 1,917.50
04/15/2015	RGG	Correspondence exchange with Jason Binford regarding plan confirmation (0.3); analyze case issues regarding plan confirmation (1.5);	1.80	\$ 325.00/hr	\$ 585.00
04/21/2015	RGG	At offices of client for work session regarding liquidation analysis, plan projections and exit strategies (3.5)	3.50	\$ 325.00/hr	\$ 1,137.50
04/22/2015	RGG	Telephone conference with Lynnette Warman in preparation for meeting (0.5)	0.50	\$ 325.00/hr	\$ 162.50
04/22/2015	RGG	At offices of client to review and analyze liquidation analysis, cash flow projections and income projections in connection with exit planning (3.1)	3.10	\$ 325.00/hr	\$ 1,007.50
04/23/2015	RGG	At offices of client meeting with officers and debtor's financial advisors to discuss and analyze liquidation analysis and pro forma financial projections (5.0)	5.00	\$ 325.00/hr	\$ 1,625.00
04/23/2015	LW	Meeting with clients and financial advisers to review their preliminary analysis of financial information and to discuss options for resolution of the case.	5.00	\$ 400.00/hr	\$ 2,000.00
04/27/2015	RGG	Analyze issues regarding financial reporting in relation to strategy of case (0.4); Analyze issues regarding Kunal Kapai, Dipesh Shah and confirmation of plan (0.5)	0.90	\$ 325.00/hr	\$ 292.50
04/28/2015	RGG	Telephone conference with financial advisor regarding liquidation analysis and status of projections (0.5); analysis of issues regarding plan options (0.4)	0.90	\$ 325.00/hr	\$ 292.50
04/29/2015	LW	Meet with company representatives and financial advisers to review their financial analysis, plan options and prepare for meeting with committee to discuss same.	6.00	\$ 400.00/hr	\$ 2,400.00

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04/29/2015	RGG	Correspondence to financial advisor regarding comments to committee presentation (0.5); analyze issues with Lynnette Warman (0.5); at offices of client to analyze liquidation analysis, projections, and discuss structured dismissal and plan strategy (6.0); internal debriefing and analysis regarding same (0.4)	7.40	\$ 325.00/hr	\$ 2,405.00
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Total Hours 40.00 hrs
Total Services \$ 13,825.00
Total Amount \$ 13,825.00

In Reference To: 08 - Claims Administration (Services)					
Date	By	Services	Hours	Rates	Amount
04/01/2015	LW	Continued negotiations with Infomage concerning their proposed motion for approval of modified payments under their contract with the debtor.	1.00	\$ 400.00/hr	\$ 400.00
04/02/2015	LW	Exchange emails with counsel for Kapai attempting to resolve R. 2004 motion.	0.30	\$ 400.00/hr	\$ 120.00
04/03/2015	LW	Review revised pleadings submitted by Infomage; review comments by committee counsel.	0.50	\$ 400.00/hr	\$ 200.00
04/03/2015	LW	Review another revised motion and order submitted by Infomage; telephone call with M.Stout regarding same; review changes proposed by committee counsel.	0.50	\$ 400.00/hr	\$ 200.00
04/03/2015	LW	Discuss settlement proposal with counsel for Kapai as well as answer date and request for an extension of time to answer.	0.50	\$ 400.00/hr	\$ 200.00
04/06/2015	RGG	Telephone conference with A S Transportation regarding filing of proof of claim	0.20	\$ 325.00/hr	\$ 65.00

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04/06/2015	LW	Prepare for hearing on Infomage motion, continued negotiations to resolve same; discuss moving the hearing to give the business people on both sides an opportunity to resolve mechanics issues.	0.30	\$ 400.00/hr	\$ 120.00
04/07/2015	LW	Continued negotiations regarding terms of Infomage agreement and pending hearings regarding same.	0.50	\$ 400.00/hr	\$ 200.00
04/09/2015	LW	Finalize negotiations with Infomage and agreement to be submitted to the court.	1.00	\$ 400.00/hr	\$ 400.00
04/17/2015	LW	Continued discussions with Kapai counsel to resolve R.2004 motion without a hearing.	0.50	\$ 400.00/hr	\$ 200.00
04/17/2015	LW	Discuss issues regarding Kunal Kapai and pending hearing with U.Juneja and R.Grant.	0.60	\$ 400.00/hr	\$ 240.00
04/18/2015	LW	Exchange emails and calls with counsel for Kunal Kapai re potential resolution to R.2004 exam motion.	0.50	\$ 400.00/hr	\$ 200.00
04/18/2015	LW	Continued emails to counsel for Kapai to negotiate resolution of R.2004 motion.	0.20	\$ 400.00/hr	\$ 80.00
04/20/2015	LW	Telephone calls with Kapai's counsel to finalize agreement on R. 2004 motion; discuss same with client; attend hearing and read agreement into the record	1.50	\$ 400.00/hr	\$ 600.00
04/22/2015	RGG	Research regarding subordination and recharacterization (0.5)	0.50	\$ 325.00/hr	\$ 162.50
04/23/2015	LW	Discuss timing of production and interview with clients and committee counsel; draft order regarding same and forward to Kapai counsel for review.	0.60	\$ 400.00/hr	\$ 240.00
04/24/2015	LW	Review revisions to Kapai order requested by his counsel; make revisions and circulate same.	0.30	\$ 400.00/hr	\$ 120.00
04/27/2015	LW	Finalize and upload agreed order regarding R2004 exam of Kunal Kapai (.5); exchange emails with L.Cameron re same (.2)	0.70	\$ 400.00/hr	\$ 280.00
04/27/2015	CD	Research and analyze effect of Kapai invoking Fifth Amendment privilege	0.50	\$ 350.00/hr	\$ 175.00

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04/27/2015	LW	Telephone calls with counsel for Kapai regarding document production. Receipt and initial view of documents produced.	1.00	\$ 400.00/hr	\$ 400.00
04/28/2015	LW	Exchange emails with C. Diaz regarding assisting in preparing for Kunal Kapai interview and attending same; receipt and preliminary review of second document production sent by K.Kapai's counsel (.7)	0.70	\$ 400.00/hr	\$ 280.00
04/28/2015	LW	Review document production from Kunal Kapai and begin developing questions and strategy for the interview.	5.00	\$ 400.00/hr	\$ 2,000.00
04/28/2015	CD	Research effect of invocation of Fifth amendment privilege against self-incrimination on claims against Kapai	2.50	\$ 350.00/hr	\$ 875.00
04/28/2015	CD	Analyze pleadings, deposition, and documents produced in connection with claims against Kapai and Plank in preparation for Kapai interview and preparation of objections to proof of claim	3.90	\$ 350.00/hr	\$ 1,365.00
04/29/2015	LW	continued review of Kapai's documents and preparation for interview; telephone calls and emails with client and S.Fleckman to help develop same; exchange emails and calls with C.Diaz regarding her review of issues related to proof of claim items.	8.00	\$ 400.00/hr	\$ 3,200.00
04/29/2015	CD	Review and analyze pleadings and documents related to claims against K. Kapai and C. Plank in preparation for Kupai interview and objections to proof of claim submitted by Kapai; confer with L. Warman regarding same	2.90	\$ 350.00/hr	\$ 1,015.00
04/30/2015	LW	Finalize preparations for interview of Kunal Kapai; attend interview; meet with J.Binford after the interview to compare notes and discuss strategies going forward; meet with C.Diaz to discuss drafting objection to Kapai proof of claim; circulate document production to client and committee counsel.	6.00	\$ 400.00/hr	\$ 2,400.00
04/30/2015	CD	Attend interview of K. Kapai and confer with L. Warman regarding strategy in light of same	4.00	\$ 350.00/hr	\$ 1,400.00
04/30/2015	RGG	Telephone conference with auditors regarding inquiries (0.4); Strategy regarding Kunal Kapai litigation (1.0); Research procedural issues regarding counterclaims (0.9)	2.30	\$ 325.00/hr	\$ 747.50

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accounting@culhanemeadows.com



GTL (USA), Inc. - Debtor in Possession

5200 Tennyson Parkway, Suite 200
Plano, TX 75024

Invoice Date	Invoice Number
05/12/2015	25387
Terms	Service Through
Net 30	04/30/2015

Total Hours	47.00 hrs
Total Services	\$ 17,885.00
Total Amount	\$ 17,885.00

In Reference To: 09 - AutoOpt Litigation (Services)					
Date	By	Services	Hours	Rates	Amount
04/01/2015	RGG	Analyze issues regarding threat by AutoOpt (0.4); analyze issues regarding Informage (0.4); telephone conference with Jason Binford regarding production of documents and Informage (0.6); telephone conference with Jason Binford regarding AutoOpt threat (0.4)	1.80	\$ 325.00/hr	\$ 585.00
04/01/2015	LW	Review and respond to various issues about the pending claim issues with AutoOpt.	0.30	\$ 400.00/hr	\$ 120.00
04/08/2015	RGG	Prepare exhibit binders for Rule 2004 motion (0.6); telephone conference with Howard Spector regarding potential workout of motion for 2004 examination (0.5); internally analyze issues regarding same (0.5)	1.60	\$ 325.00/hr	\$ 520.00
04/08/2015	LW	Final review case law, finalize presentation to the court regarding requested Rule 2004 and anticipated response from AutoOpt.	4.00	\$ 400.00/hr	\$ 1,600.00
04/08/2015	LW	Review follow up emails regarding additional items to do in connection with the adversary proceeding filed against AutoOpt and the division of labor regarding same.	0.50	\$ 400.00/hr	\$ 200.00
04/09/2015	LW	Appear in court to argue R2004 motion against AutoOpt. Meet with various parties after hearing.	1.25	\$ 400.00/hr	\$ 500.00
04/09/2015	LW	Review transfer spreadsheets produced by AutoOpt and GTL and exchange emails with clients regarding same.	0.50	\$ 400.00/hr	\$ 200.00

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05/12/2015	25387
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04/10/2015	RGG	Research issues regarding 2004 examination (0.5); Analyze issues regarding same (0.8); Proof order on motion to compel (0.3); correspondence to Jason Binford regarding same (0.1); telephone conference with Jason Binford regarding epilogue from hearing (0.8); telephone conference with Jason Binford and committee financial advisor (1.3)	3.80	\$ 325.00/hr	\$ 1,235.00
04/10/2015	LW	Review term sheet of proposed deal with AutoOpt; telephone calls with Urmeet Juneja and Steve Fleckman regarding same; review draft settlement agreement prepared by Steve Fleckman and provide suggested revisions.	1.00	\$ 400.00/hr	\$ 400.00
04/10/2015	LW	Exchange calls and emails with various parties regarding continued offline settlement negotiations to resolve the AutoOpt claim; review draft settlement agreement and suggest revisions to same through several iterations.	1.75	\$ 400.00/hr	\$ 700.00
04/11/2015	LW	Review most recent version of settlement agreement with AutoOpt and suggest several additional changes (.5)	0.50	\$ 400.00/hr	\$ 200.00
04/15/2015	CD	Review AutoOpt pleadings and draft joint defense agreement	1.20	\$ 350.00/hr	\$ 420.00
04/15/2015	LW	Draft final order denying in part and granting in part the R.2004 motion of Dipesh Shah.	0.70	\$ 400.00/hr	\$ 280.00
04/16/2015	LW	Send order to H.Spector for review; revise order in light of his comments and comment from R.Grant; upload order; send notice of upload to S.Rasco.	0.70	\$ 400.00/hr	\$ 280.00
04/17/2015	LW	Discussion with U.Juneja regarding potentially extending dates in AutoOpt claim objection process.	0.20	\$ 400.00/hr	\$ 80.00
04/18/2015	LW	Discuss potential extension of AutoOpt claims procedure with U.Juneja.	0.20	\$ 400.00/hr	\$ 80.00
04/20/2015	CD	Finalize joint defense agreement	2.10	\$ 350.00/hr	\$ 735.00
04/20/2015	RGG	Telephone conference with Lynnette Warman regarding AutoOpt litigation strategy (1.1)	1.10	\$ 325.00/hr	\$ 357.50
04/20/2015	LW	Further discussions with U.Juneja regarding extending dates under the AutoOpt claim objection process.	0.50	\$ 400.00/hr	\$ 200.00

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Invoice Date	Invoice Number
05/12/2015	25387
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Net 30	04/30/2015

04/21/2015	RGG	Telephone conference with Lynnette Warman Regarding case issues including AutoOpt (0.9); Research regarding joint defense privilege (0.5); Telephone conference with Lynnette Warman regarding same (0.2); Telephone conference with Cheryl Diaz regarding AutoOpt litigation (0.8)	2.40	\$ 325.00/hr	\$ 780.00
04/21/2015	CD	Confer with R. Grant regarding proposed joint defense agreement and other privilege issues	0.90	\$ 350.00/hr	\$ 315.00
04/22/2015	LW	Discuss with U.Juneja a short extension of deadlines under claims procedure order with AutoOpt	0.50	\$ 400.00/hr	\$ 200.00
04/23/2015	RGG	Analyze issues regarding strategy for case (0.2); review, revise and supplement order regarding 2004 examination of Kunal Kapai (0.4); Telephone conference with Marshall May regarding AutoOpt (0.3); telephone conference with L. Warman regarding same and regarding case issues (0.8);	1.40	\$ 325.00/hr	\$ 455.00
04/23/2015	LW	Draft and send to H.Spector a proposed agreed motion and order to extend the deadlines under the AutoOpt claims procedure by one week; review and agree to his Rule 11 letter binding the parties until an order can be entered.	1.00	\$ 400.00/hr	\$ 400.00
04/24/2015	RGG	Review and analyze proof of claim filed by AutoOpt (0.3); Analyze issues with Lynnette Warman regarding objection to claim of AutoOpt (0.9); Extended telephone conference with Cheryl Diaz regarding analysis of facts of AutoOpt and Kunal Kapai litigation (1.4); review, revise and supplement amended order granting 2004 examination of AutoOpt (0.5)	3.10	\$ 325.00/hr	\$ 1,007.50
04/24/2015	CD	Review and analyze AutoOpt proof of claim; review and analyze pleadings and documents related to claim; confer with R. Grant regarding same	2.10	\$ 350.00/hr	\$ 735.00
04/24/2015	LW	Preliminary review of the proof of claim filed by AutoOpt and exchange emails with client and R.Grant regarding same.	0.50	\$ 400.00/hr	\$ 200.00
04/24/2015	LW	Review email from S.Fleckman regarding the status of the AutoOpt lawsuit against related parties.	0.20	\$ 400.00/hr	\$ 80.00
04/27/2015	RGG	Finalize and upload proposed order on 2004 examination of Kunal Kapai (0.3)	0.30	\$ 325.00/hr	\$ 97.50

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Invoice Date	Invoice Number
05/12/2015	25387
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Net 30	04/30/2015

04/27/2015	RGG	Telephone conference with Cheryl Diaz regarding analysis of pleadings	0.40	\$ 325.00/hr	\$ 130.00
04/27/2015	CD	Review and analyze AutoOpt pleadings and documents	5.70	\$ 350.00/hr	\$ 1,995.00
04/28/2015	RGG	Analyze litigation issues with Lynnette Warman (0.4); telephone conference with Cheryl Diaz regarding Kunal Kapai/AutoOpt litigation (0.4)	0.80	\$ 325.00/hr	\$ 260.00
04/29/2015	RGG	Telephone conference with Marshall May regarding AutoOpt; correspondence exchange with client regarding same	0.60	\$ 325.00/hr	\$ 195.00
04/30/2015	RGG	Finalize, file and coordinate service of Motion to Amend Dipesh Shah 2004 order	0.50	\$ 325.00/hr	\$ 162.50

Total Hours 44.10 hrs
Total Services \$ 15,705.00
Total Amount \$ 15,705.00

In Reference To: 12 - Expenses (Expenses)			
Date	By	Expenses	Amount
04/30/2015	CD	Parking: Parking for interview of K. Kapai	\$ 10.00
04/30/2015	RGG	Filing Fee: Filing Fee - AutoOpt adversary proceeding 15-4044	\$ 350.00

Total Expenses \$ 360.00
Total Amount \$ 360.00

Total Hours	218.80 hrs
Total Services	\$ 77,045.00
Total Expenses	\$ 360.00

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Invoice Date	Invoice Number
05/12/2015	25387
Terms	Service Through
Net 30	04/30/2015

Total Invoice Amount	\$ 77,405.00
Previous Balance	\$ 148,191.23
5/11/2015 Payment - Trust Account	(\$36,138.87)
5/11/2015 Payment - Trust Account	(\$82,623.11)
Balance (Amount Due)	\$ 106,834.25

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GTL (USA), Inc. - Debtor in Possession

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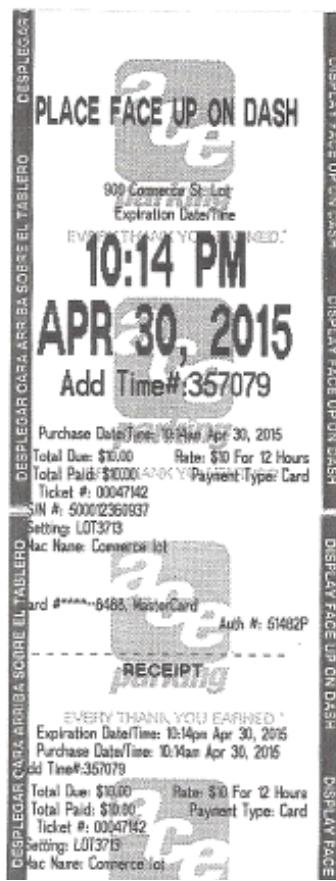
Invoice Date	Invoice Number
05/12/2015	25387
Terms	Service Through
Net 30	04/30/2015

Receipts:

Date: 4/30/2015 12:00:00 AM

Expense Type: Parking

Description: Parking for interview of K. Kapai



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Invoice Date	Invoice Number
05/12/2015	25387
Terms	Service Through
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Invoice Date	Invoice Number
05/12/2015	25387
Terms	Service Through
Net 30	04/30/2015

Trust Account Summary

Billing Period: 04/01/2015 - 05/12/2015

Client: GTL (USA), Inc. - Debtor in Possession General Matter Trust				
Total Deposits		Total Disbursements		Current Balance
\$118,761.98		\$118,761.98		\$44,108.00
Date	Transaction	Deposit	Disbursement	Balance
05/08/2015	Received From-GTL (USA), Inc. - Debtor in Possession	\$118,761.98		\$162,869.98
05/11/2015	Applied to invoice #25095		\$36,138.87	\$126,731.11
05/11/2015	Applied to invoice #25096		\$82,623.11	\$44,108.00

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User Hours Summary

Billing Period: 04/01/2015 - 04/30/2015

User Hour Totals				
User	Hours Billed	Rate/Hour	Amount Billed	
Lynnette Warman	70.60	\$400.00	\$28,240.00	
Cheryl Diaz	25.80	\$350.00	\$9,030.00	
Richard G Grant	122.20	\$325.00	\$39,715.00	
Jennifer Rodriguez	0.20	\$300.00	\$60.00	

Please remit payments via check to:
Culhane, Meadows, Haughian & Walsh, PLLC
P.O. Box 49716
Atlanta, GA 30359

Please remit electronic payments to:

Culhane, Meadows. Haughian & Walsh, PLLC
Routing/ABA# is: 111000614
Operating Account number is: 703239066
International SWIFT Code (Chase Bank): CHASUS33
JPMorgan Chase Bank, N.A. (201)
2051 Long Prairie Rd.
Flower Mound, TX 75022

EXHIBIT B

Date	User	Rate/ Unit Price	Labor Time/ Quantity	Billable Time/ Cost Price	Bill Amt/ Sell Price	Non-Billable Time
GTL (USA), Inc. - Debtor in Possession						
12 - Expenses						
	<i>Total Labor For 12 - Expenses</i>	0.00	0.00	\$0.00	0.00	
	<i>Total Expense For 12 - Expenses</i>			\$1,404.98	\$1,404.98	
	<i>Total For 12 - Expenses</i>				\$1,404.98	
01 - Case Administration						
	<i>Total Labor For 01 - Case Administration</i>	225.35	225.35	\$81,378.75	0.00	
	<i>Total Expense For 01 - Case Administration</i>			\$0.00	\$0.00	
	<i>Total For 01 - Case Administration</i>				\$81,378.75	
09 - AutoOpt Litigation						
	<i>Total Labor For 09 - AutoOpt Litigation</i>	118.80	118.80	\$43,207.50	0.00	
	<i>Total Expense For 09 - AutoOpt Litigation</i>			\$0.00	\$0.00	
	<i>Total For 09 - AutoOpt Litigation</i>				\$43,207.50	
04 - Professionals Employment/Compensation						
	<i>Total Labor For 04 - Professionals Employment/Compensation</i>	24.10	24.10	\$8,062.50	0.00	
	<i>Total Expense For 04 - Professionals Employment/Compensation</i>			\$0.00	\$0.00	
	<i>Total For 04 - Professionals Employment/Compensation</i>				\$8,062.50	
08 - Claims Administration						
	<i>Total Labor For 08 - Claims Administration</i>	70.10	70.10	\$26,855.00	0.00	
	<i>Total Expense For 08 - Claims Administration</i>			\$0.00	\$0.00	
	<i>Total For 08 - Claims Administration</i>				\$26,855.00	
06 - Plan/Disclosure Statement/Confirmation						
	<i>Total Labor For 06 - Plan/Disclosure Statement/Confirmation</i>	59.40	59.40	\$20,572.50	0.00	
	<i>Total Expense For 06 - Plan/Disclosure Statement/Confirmation</i>			\$0.00	\$0.00	
	<i>Total For 06 - Plan/Disclosure Statement/Confirmation</i>				\$20,572.50	
05 - Business Operations						
	<i>Total Labor For 05 - Business Operations</i>	10.30	10.30	\$3,572.50	0.00	
	<i>Total Expense For 05 - Business Operations</i>			\$0.00	\$0.00	
	<i>Total For 05 - Business Operations</i>				\$3,572.50	
03 - Committee Matters						
	<i>Total Labor For 03 - Committee Matters</i>	56.10	56.10	\$18,725.00	0.00	
	<i>Total Expense For 03 - Committee Matters</i>			\$0.00	\$0.00	
	<i>Total For 03 - Committee Matters</i>				\$18,725.00	
02 - Confidentiality Litigation						
	<i>Total Labor For 02 - Confidentiality Litigation</i>	61.55	61.55	\$21,455.00	0.00	

<i>Total Expense For 02 - Confidentiality Litigation</i>		\$0.00	\$0.00	
<i>Total For 02 - Confidentiality Litigation</i>			\$21,455.00	
<hr/>				
<i>Total Labor For 10 - Chapter 5 Actions</i>	1.00	1.00	\$362.50	0.00
<i>Total Expense For 10 - Chapter 5 Actions</i>		\$0.00	\$0.00	
<i>Total For 10 - Chapter 5 Actions</i>			\$362.50	
<hr/>				
<i>Total Labor For GTL (USA), Inc. - Debtor in Possession</i>	626.70	626.70	\$224,191.25	0.00
<i>Total Expense For GTL (USA), Inc. - Debtor in Possession</i>		\$1,404.98	\$1,404.98	
<i>Total For GTL (USA), Inc. - Debtor in Possession</i>			\$225,596.23	
<hr/>				
Grand Total Labor	626.70	626.70	\$224,191.25	0.00
Grand Total Expenses		\$1,404.98	\$1,404.98	
Grand Total			\$225,596.23	
<hr/>				

EXHIBIT C

EXHIBIT C
PROFESSIONAL BIOGRAPHIES
CULHANE MEADOWS, PLLC

Robert Dremluk

Mr. Dremluk is a partner in the New York office of Culhane Meadows, practicing in the areas of litigation, finance, bankruptcy, and creditors' rights. His work focuses on diverse interests in federal and bankruptcy court litigation and advice and risk assessment regarding transactional matters, including asset purchases, structured finance transactions, real estate workouts, foreclosures, and purchases and sales of distressed assets. He understands transaction structures and regularly analyzes deal terms. This experience is invaluable because it provides a practical understanding of issues that help shape and develop successful litigation positions and strategies. Simply put, Mr. Dremluk makes deals and, when necessary, knows how to litigate to enforce clients' rights.

His client representations include Chapter 11 debtors, secured lenders, committees, trade creditors, debtor-in-possession lenders, bondholders, shopping center developers, limited partners, indenture trustees, equipment lessors, asset purchasers, plan proponents, trustees, and other interested parties in all aspects of bankruptcy cases, both domestically and internationally.

Mr. Dremluk holds an AV Preeminent Rating® in the *Martindale-Hubbell Legal Directory*, meaning he has reached the height of professional excellence and is recognized by his peers for the highest levels of skills and integrity. He is regularly recognized in *SuperLawyers Magazine* (a Thomson Reuters publication) as one of the top restructuring lawyers in New York.

Lynnette Warman

Ms. Warman's practice is focused on all aspects of business law, including creditors' rights, real estate, contract negotiations, privacy issues, general business advice and certain aspects of health law. Recent matters have included mediation, litigation and appellate work in federal courts throughout the country, as well as numerous and varied financial, real estate and commercial transactions. Her practice also includes general advisory services to clients on a multitude of issues.

Elaine Brasch

Ms. Brasch started her legal career in New York as a business bankruptcy attorney working with some of the largest legal firms in the field. She represented debtors, unsecured creditors' committees, secured creditors and lenders in some of the biggest and most well-known cases of the day working closely with senior management, employees, investors, bankers, creditors, and other legal and financial professionals.

Although successful and recognized in the field, after relocating to Atlanta in 1996, Ms. Brasch decided to take the insights and experience she gained on how business worked best to advise and nurture small and mid-sized companies as their general counsel. She finds helping businesses grow and thrive to be most satisfying and rewarding. In a typical representation, she

is involved in all aspects of her clients' businesses including formation, operations, asset sales, acquisitions, employment and commercial contracts of all types: employment agreements, consulting agreements, supply agreements, joint development agreements, distribution agreements, outsourcing agreements, software licensing agreements, leases and more. Her long-standing connection with her clients, her big picture view and familiarity with their business promotes cost efficient delivery of practical legal advice that effectively deals with the specific issue at hand and dovetails with the client's big picture strategy.

While no longer her first love, Ms. Brasch is ready, willing and able to serve firm clients who find themselves at the mercy of a company in bankruptcy. Her experience in all aspects of bankruptcy practice, extensive network of relationships and reputation in the bankruptcy bar enhance her ability to achieve positive resolution with minimal litigation.

Ms. Brasch has received the highest possible AV Preeminent® Rating in the Martindale Hubbell Legal Directory, based on peer review by fellow attorneys and judges.

Richard Grant

Mr. Grant concentrates his practice on Chapter 11 bankruptcy, business restructuring and recoveries, official unsecured creditor committee representations, secured lender representation, 363 asset sales/purchases, mergers and acquisitions and other processes benefited by the United States Bankruptcy Code. He spent almost a decade at the boutique Chapter 11 bankruptcy firm Sheinfeld, Maley & Kay, P.C., known for representing Continental Airlines, Dow Corning Corporation, CompuAdd Corporation, and the Zale Credit Corporation committee.

Mr. Grant developed his bankruptcy practice and trained under Myron Sheinfeld, co-editor of *Collier on Bankruptcy* and co-author of *Collier on Bankruptcy Taxation*, and a member of the Collier Editorial Board. Mr. Grant also practiced at Sheinfeld, Maley & Kay with the Honorable Barbara J. Houser, Chief Judge, United States Bankruptcy Court, Northern District of Texas from 1991-2000 (see publications below).

Mr. Grant has continued to develop his Chapter 11 bankruptcy practice, served as outsourced general counsel, and formed Roberts & Grant, P.C. with the late Honorable T. Glover Roberts (former United States Bankruptcy Judge).

His 22+ years of transactional, restructuring and acquisition experience covers the gamut of business transactions and industries including Construction, Oil & Gas, Securities, Hospitality (Hotels), Medical Facilities Acquisition, Acquisition/Divestitures, Real Estate, Aerospace/Aviation, Pharmaceutical Technology, Intellectual Property, International Business, Joint Ventures/Strategic Alliances, and Mergers and Acquisitions. Mr. Grant has represented numerous debtors, creditor committees, secured and unsecured creditors, trustees, equity holders, and strategic asset purchasers.

A 1991 graduate of the University of Houston Law Center, Mr. Grant served as Research Editor of the University of Houston Law Review. During law school, Mr. Grant also served as an Intern to the Honorable William Greendyke in 1990-1991. He received a B. B. A., Finance, degree from the University of Texas in 1988.

Cheryl Diaz

Cheryl Diaz has over two decades of experience in commercial litigation and dispute resolution. Her clients run the gamut from Fortune 500 companies to start-up companies and individuals, and do business in many diverse industries, including banking and financial services, commercial real estate, construction, energy, restaurant and hospitality, and product manufacturing and distribution. She has been engaged to evaluate, prosecute, and defend a broad spectrum of claims throughout her career, ranging from the most complex contractual disputes to securities fraud, mortgage fraud, and other business torts.

Clients frequently call upon Ms. Diaz to protect them from potentially devastating business attacks. They appreciate her proven track record of obtaining emergency injunctive relief when the situation requires it. She has been able to step in and prevent such things as the interruption of mission-critical business services and the interference with crucial corporate funding. She is a doggedly persistent and effective advocate who thrives in the courtroom, and a powerful and effective communicator who adeptly paints each client's unique story in a compelling and persuasive light.

Having tried a significant number of cases to verdict as lead lawyer in both state and federal courts and in some of the most difficult venues, Ms. Diaz is able to quickly and effectively assess and evaluate each matter. She then partners with her clients to come up with the most creative and cost effective strategies for resolving the legal dispute consistent with her client's business objectives. Clients value the fact that she looks not only for legal solutions, but also for the business solutions that can benefit her clients. Ms. Diaz works closely with her clients to identify takeaways from each dispute that can lead to better business practices that reduce the risk and costs of litigation in the future.

Jennifer Rodriguez

Ms. Rodriguez focuses her practice on guiding clients through all facets of labor and employment matters, including implementation of proactive operating procedures, management of all aspects of the employment relationship, development of "best practices" training programs (to include presentation of those programs to all levels of staff), facilitation of government investigations, and assistance with corporate reorganization plans.

At SMU Law School, Ms. Rodriguez was a member of the *SMU Law Review* and *Order of the Barristers*. After graduation, she began her career at Bracewell & Patterson in Dallas (now known as Bracewell & Giuliani). In private practice, she represented a wide range of clients – from a small community garden center to a multi-billion dollar drug store chain. She subsequently advanced through a series of corporate counsel roles at high-profile national companies, including a multi-year role in Chicago, where she provided a variety of legal services to clients such as (a) a senior care company that owns and operates assisted living communities in four states; (b) a small-box retail corporation operating six brands in the United States, Puerto Rico, and Canada; (c) a Chicago-based industry leader in automotive care products operating worldwide; and (d) a big-box retail corporation operating in the United States and Canada

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re:	§	Case No. 15-40248-11
	§	Chapter 11
GTL (USA), INC.,	§	
	§	
Debtor.	§	

**NOTICE OF AMENDED FIRST INTERIM APPLICATION OF
CULHANE MEADOWS, PLLC FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF
NECESSARY EXPENSES**

**NOTICE: NO HEARING WILL BE CONDUCTED ON THIS APPLICATION
UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE
UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY
FILING THIS PLEADING WITHIN TWENTY-ONE (21) DAYS FROM DATE OF
SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR
FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND
FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE
COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN
OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT
WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT THE
HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES
THE RIGHT TO SET A HEARING ON ANY MATTER.**

Please take notice that Culhane Meadows, PLLC (the "Applicant") as counsel for the Debtor and Debtor in Possession, has filed its Amended First Interim Application for Allowance of Compensation and Reimbursement of Necessary Expenses and Memorandum (the "Application") on June 17, 2015. Applicant makes this Application for allowance of compensation for professional services rendered and reimbursement of actual costs and expenses incurred in the performance of legal services as counsel to the Debtor in Possession in connection with these proceedings. This application covers the period from the Petition Date through April 30, 2015 (the "Application Period").

In summary, Applicant has expended 626.70 hours in rendering necessary legal services for the Debtor, the value of which is \$224,191.25. Applicant has incurred expenses and costs during the Application Period of \$1,404.98. Applicant seeks total fees and expenses during the Application Period of \$225,596.23.

Notice: A complete copy of the Application will be sent upon request to rgrant@culhanemeadows.com to any requesting party at no charge.

Dated: June 17, 2015

Respectfully submitted,

CULHANE MEADOWS, PLLC

By: /s/ Lynnette Warman

Lynnette Warman
Tex. Bar No. 20867940
Richard G. Grant
Tex. Bar No. 08302650

The Crescent, Suite 700
100 Crescent Court
Dallas, Texas 75201

Telephone: 214-693-6525

Facsimile: 214-361-6690

Email: rgrant@culhanemeadows.com

Email: lwarman@culhanemeadows.com

ATTORNEYS FOR
DEBTOR IN POSSESSION